

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD FEBRUARY 1, 2023, THROUGH FEBRUARY 28, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

<u>/s/ Joshua A. Sussberg</u>	<u>05/07/2023</u>
JOSHUA A. SUSSBERG	Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period

February 1, 2023, through February 28, 2023 (the “**Compensation Period**”)

Fee Total	\$1,443,580.00
Disbursement Total	\$135,794.41
Total Fees Plus Disbursements	\$1,579,374.41

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$5,117,496.69
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$1,004,574.80
Total Received by Applicant:	\$4,112,921.89

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Joey Daniel Baruh	Associate	Litigation - General	2021	7.20	\$985.00	\$7,092.00
Ziv Ben-Shahar	Associate	Restructuring	2022	36.00	\$735.00	\$26,460.00
Trevor Eck	Associate	Restructuring	Pending	113.10	\$735.00	\$83,128.50
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	51.80	\$1,245.00	\$64,491.00
David Hackel	Associate	Restructuring	Pending	26.20	\$735.00	\$19,257.00
Rob Jacobson	Associate	Restructuring	2019	90.50	\$1,155.00	\$104,527.50
Katherine Karnosh	Associate	Taxation	2021	7.10	\$935.00	\$6,638.50
Mike James Koch	Associate	Restructuring	2020	27.10	\$735.00	\$19,918.50
Jennifer Mancini	Associate	Litigation - General	2022	9.10	\$715.00	\$6,506.50
Sarah R. Margolis	Associate	Restructuring	2021	44.70	\$995.00	\$44,476.50
Brian Nakhaimousa	Associate	Restructuring	2021	30.00	\$995.00	\$29,850.00
Alex D. Pappas	Associate	Litigation - General	2021	22.00	\$985.00	\$21,670.00
Isabella J. Parette	Associate	Restructuring	Pending	53.70	\$735.00	\$39,469.50
Francis Petrie	Associate	Restructuring	2017	93.50	\$1,295.00	\$121,082.50
Margaret Reiney	Associate	Restructuring	2018	59.60	\$1,155.00	\$68,838.00
Chloe Reum	Associate	Litigation - General	Pending	4.00	\$715.00	\$2,860.00
Bryant Roby Jr.	Associate	Litigation - General	2021	4.10	\$985.00	\$4,038.50
Jimmy Ryan	Associate	Restructuring	2022	26.10	\$885.00	\$23,098.50
Mason N. Zurek	Associate	Restructuring	2021	25.30	\$995.00	\$25,173.50
Bob Allen, P.C.	Partner	Litigation - General	2012	44.80	\$1,605.00	\$71,904.00
Steven M. Cantor	Partner	Taxation	2017	6.00	\$1,455.00	\$8,730.00
Christopher Costello	Partner	Litigation - General	2005	4.00	\$1,195.00	\$4,780.00
Susan D. Golden	Partner	Restructuring	1988	8.70	\$1,475.00	\$12,832.50
Shayne Henry	Partner	Litigation - General	2014	7.90	\$1,310.00	\$10,349.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	4.10	\$1,620.00	\$6,642.00
Casey McGushin	Partner	Litigation - General	2014	7.90	\$1,415.00	\$11,178.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	63.20	\$1,850.00	\$116,920.00
Laura K. Riff	Partner	Litigation - General	2011	115.40	\$1,405.00	\$162,137.00
Michael B. Slade	Partner	Litigation - General	1999	52.20	\$1,855.00	\$96,831.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	70.20	\$1,615.00	\$113,373.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	4.60	\$325.00	\$1,495.00
Megan Bowsher	Paralegal	Litigation - General	N/A	2.60	\$395.00	\$1,027.00
Julia R. Foster	Paralegal	Restructuring	N/A	5.40	\$480.00	\$2,592.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	32.50	\$475.00	\$15,437.50

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Michael Y. Chan	Conflicts Analyst	Conflicts Analysis	N/A	3.00	\$365.00	\$1,095.00
Marta Dudyan	Conflicts Analyst	Conflicts Analysis	N/A	5.50	\$315.00	\$1,732.50
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	94.60	\$645.00	\$61,017.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	34.70	\$475.00	\$16,482.50
Dana R. Bucy Miller	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	10.90	\$645.00	\$7,030.50
Eric Nyberg	Conflicts Analyst	Conflicts Analysis	N/A	4.50	\$315.00	\$1,417.50
TOTALS				1,313.80		\$1,443,580.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	14.80	\$24,913.00
6	Case Administration	35.80	\$33,927.50
7	Cash Management	16.60	\$19,074.50
8	Customer and Vendor Communications	6.20	\$7,359.50
9	Claims Administration and Objections	42.40	\$44,432.50
10	Official Committee Matters and Meetings	13.30	\$16,385.50
11	Use, Sale, and Disposition of Property	343.40	\$427,254.50
12	Corp., Governance, & Securities Matters	9.10	\$8,144.00
13	Employee Matters	11.00	\$12,098.50
14	Executory Contracts and Unexpired Leases	18.80	\$16,708.00
16	Hearings	3.20	\$4,763.00
17	Insurance and Surety Matters	0.20	\$323.00
18	Disclosure Statement, Plan, Confirmation	74.80	\$67,227.50
19	International Issues	5.70	\$7,871.50
20	K&E Retention and Fee Matters	98.50	\$84,295.50
21	Non-K&E Retention and Fee Matters	59.60	\$55,902.00
22	Tax Matters	11.20	\$12,184.00
23	Non-Working Travel	5.30	\$9,303.50
24	U.S. Trustee Communications & Reporting	11.90	\$13,124.50
25	Regulatory	347.50	\$331,153.50
26	Investigation Matters	87.20	\$132,930.00
28	Pro Se Party Communication	6.70	\$5,786.50
29	Wallet Withdrawal Relief	90.60	\$108,418.00
SERVICES TOTALS		1,313.80	\$1,443,580.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Standard Copies or Prints	\$3,074.40
Color Copies or Prints	\$275.55
Postage	\$12.00
Outside Messenger Services	\$202.25
Local Transportation	\$37.53
Travel Expense	\$1,395.58
Airfare	\$2,088.57
Transportation to/from airport	\$1,596.97
Travel Meals	\$85.89
Court Reporter Fee/Deposition	\$2,843.30
Filing Fees	\$1,495.00
Other Court Costs and Fees	\$43,274.49
Professional Fees	\$27,600.02
Outside Paralegal Assistance	\$42,546.45
Catering Expenses	\$3,718.48
Computer Database Research	\$1,174.00
Westlaw Research	\$3,480.65
LexisNexis Research	\$28.85
Overtime Transportation	\$184.78
Overtime Meals - Attorney	\$333.84
Document Services Overtime	\$37.84
Miscellaneous Office Expenses	\$246.17
Overnight Delivery - Hard	\$47.70
Computer Database Research - Soft	\$14.10
DISBURSEMENTS TOTAL	\$135,794.41

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant worked with co-counsel at Haynes and Boone LLP to review, revise, and coordinate the filing of amended bankruptcy schedules.
 - (b) The Applicant prepared and coordinated the service of the Debtors' bar date notice pursuant to this Court's order entered on January 30, 2023.
 - (c) The Applicant worked with the Debtors' advisors and co-counsel to prepare and file monthly operating reports for each Debtor.
 - (d) The Applicant prepared, coordinated, and filed supplemental declarations in support of the Debtors' applications to retain professionals, including the Applicant.
 - (e) The Applicant prepared responses and produced documents responsive to numerous discovery requests from the Official Committee of Unsecured Creditors (the "Committee") pursuant to its ongoing Rule 2004 examination (the "Investigation").
 - (f) The Applicant attended and participated in hearings related to the foregoing.
 - (g) The Applicant responded to voluminous diligence requests from the Committee and ad hoc committee of wallet holders.
 - (h) The Applicant tended to other matters concerning administration of the chapter 11 cases.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (i) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the third monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
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(201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



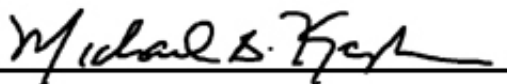
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

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Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

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CONFIDENTIAL

therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

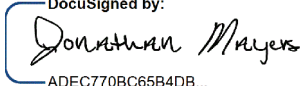
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.

BlockFi Cayman LLC

BlockFi Holding UK Limited

BlockFi International Ltd.

BlockFi Investment Products LLC

BlockFi Lending LLC

BlockFi Lending II LLC

BlockFi Services, Inc.

BlockFi Trading LLC

BlockFi UK Limited

BlockFi Ventures LLC

BlockFi Wallet LLC

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077617
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 24,913.00

Total legal services rendered

\$ 24,913.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Buenviaje	1.10	475.00	522.50
Julia R. Foster	0.30	480.00	144.00
Richard U. S. Howell, P.C.	2.50	1,620.00	4,050.00
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Michael B. Slade	6.30	1,855.00	11,686.50
TOTALS	14.80		\$ 24,913.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Richard U. S. Howell, P.C.	0.50	Correspond with M. Slade, K&E team re open litigation issues.
02/01/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade and K&E teams re litigation, adversary proceeding workstreams.
02/06/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, M. Slade and K&E team re contested matters.
02/06/23	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, C. Okike and K&E team re contested matters.
02/08/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, M. Slade and K&E team re litigation status (.5); draft correspondence re same (.2).
02/08/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status.
02/09/23	Richard U. S. Howell, P.C.	0.70	Telephone conferences with M. Slade, K&E team re open litigation items (.5); prepare for re same (.2).
02/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, M. Slade and K&E team re litigation status (.5); prepare for same (.4).
02/09/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status.
02/10/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, M. Slade, K&E team re adversary.
02/10/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re adversary status.
02/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re litigation items.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Michael B. Slade	2.40	Telephone conference with Company re witness interview (1.0); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation (.5); review and edit presentation (.9).
02/14/23	Richard U. S. Howell, P.C.	1.00	Correspond with M. Slade, K&E team re litigation update (.7); review draft pleadings (.3).
02/15/23	Richard U. S. Howell, P.C.	0.30	Correspond with M. Slade, K&E team re open litigation issues.
02/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade and K&E team re adversary streams.
02/15/23	Michael B. Slade	1.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status (.5); correspond with Haynes and Boone team re Elementus meeting (.9).
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re deposition status.
02/16/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re deposition status.
02/17/23	Megan Buenviaje	1.10	Attend status telephone conference with M. Slade and K&E team re second level review and production workflow (.4); analyze review assignments, workflow and status reports (.3); update documentation re same (.4).
02/21/23	Julia R. Foster	0.30	Correspond with F. Petrie and S. Golden re adversary proceeding.
Total		14.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077623
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 33,927.50

Total legal services rendered

\$ 33,927.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	1.80	735.00	1,323.00
Trevor Eck	5.30	735.00	3,895.50
Julia R. Foster	1.70	480.00	816.00
Will Guthrie	0.10	1,245.00	124.50
David Hackel	2.30	735.00	1,690.50
Rob Jacobson	3.40	1,155.00	3,927.00
Mike James Koch	1.50	735.00	1,102.50
Sarah R. Margolis	1.70	995.00	1,691.50
Brian Nakhaimousa	2.30	995.00	2,288.50
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Isabella J. Paretto	2.00	735.00	1,470.00
Francis Petrie	2.30	1,295.00	2,978.50
Jimmy Ryan	2.50	885.00	2,212.50
Michael B. Slade	0.50	1,855.00	927.50
Luke Spangler	2.50	325.00	812.50
Mason N. Zurek	2.60	995.00	2,587.00
TOTALS	35.80		\$ 33,927.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Bob Allen, P.C.	0.10	Conference with F. Petrie, K&E team re restructuring status update.
02/01/23	Julia R. Foster	0.50	Revise postpetition pleading template.
02/01/23	Rob Jacobson	0.20	Telephone conference with F. Petrie, K&E team re work in process, next steps (.1); prepare for same (.1).
02/01/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/03/23	Ziv Ben-Shahar	0.30	Conference with R. Jacobson, K&E team re case status, updates.
02/03/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case updates, next steps (.2); review, revise work in process summaries re same (.5).
02/03/23	David Hackel	0.30	Telephone conference with R. Jacobson, K&E team re case status, next steps (.2); review, analyze work in process summaries re same (.1).
02/03/23	Rob Jacobson	0.30	Telephone conference with B. Nakhaimousa, K&E team re case status, next steps (.2); prepare re same (.1).
02/03/23	Mike James Koch	0.40	Telephone conference with R. Jacobson, K&E team re work in process, next steps (.2); prepare re same (.2).
02/03/23	Brian Nakhaimousa	0.30	Conference with R. Jacobson, K&E team re case status, next steps (.2); prepare re same (.1).
02/03/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone and, M. Slade, K&E teams re key work streams (.5); prepare for same (.2).
02/03/23	Isabella J. Paretti	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); prepare for same (.1).
02/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson, K&E team re work in process and next steps.
02/03/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
02/03/23	Mason N. Zurek	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); review work in process summaries re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Trevor Eck	0.20	Review, revise work in process summaries re case updates.
02/06/23	Brian Nakhaimousa	0.20	Review, revise work in process summaries.
02/07/23	Ziv Ben-Shahar	0.40	Telephone conference with M. Reiney, K&E team re case status, updates.
02/07/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status updates, next steps (.4); review, revise summaries re same (.3).
02/07/23	David Hackel	0.40	Conference with T. Eck, K&E team re case status, next steps.
02/07/23	Mike James Koch	0.40	Conference with M. Reiney, K&E team re critical workstreams, work in process.
02/07/23	Sarah R. Margolis	0.40	Conference with F. Petrie, K&E team re work in process, case status.
02/07/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
02/07/23	Isabella J. Paretti	0.40	Conference with F. Petrie, K&E team re work in process.
02/07/23	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re work in process and next steps.
02/07/23	Luke Spangler	0.50	Telephone conference with F. Petrie, K&E team re work in process (.4); prepare re same (.1).
02/07/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/07/23	Mason N. Zurek	0.50	Telephone conference with F. Petrie, K&E team re work in process (.4); review summary re same (.1).
02/08/23	Will Guthrie	0.10	Telephone conference with R. Jacobson and K&E team re case status.
02/09/23	Trevor Eck	0.30	Review, revise deadline summary re case updates.
02/14/23	Ziv Ben-Shahar	0.70	Conference with F. Petrie, K&E team re case status, updates (.5); prepare re same (.2).
02/14/23	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re case status, next steps (.7); review, revise summaries re same (.2).
02/14/23	Julia R. Foster	0.70	Telephone conference with F. Petrie, K&E team re work in process.
02/14/23	David Hackel	0.70	Conference with T. Eck, K&E team re case status, next steps (.4); prepare for same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Mike James Koch	0.30	Conference with F. Petrie, K&E team re critical workstreams, work in process.
02/14/23	Sarah R. Margolis	0.50	Conference with J. Ryan, K&E team re work in process, case status.
02/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes & Boone re key work streams (.1); telephone conference with M. Renzi re same (.2).
02/14/23	Isabella J. Paretti	0.70	Conference with F. Petrie, K&E team re work in process.
02/14/23	Francis Petrie	0.30	Conference with S. Margolis, K&E team re work in process.
02/14/23	Jimmy Ryan	0.70	Conference with S. Margolis, K&E team re work in process and next steps (.4); prepare for same (.3).
02/14/23	Luke Spangler	0.30	Compile recently filed pleadings.
02/14/23	Mason N. Zurek	0.70	Telephone conference with F. Petrie, K&E team re work in process.
02/16/23	Trevor Eck	0.40	Review, revise work in process tracker.
02/17/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
02/19/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming key dates and deadlines.
02/19/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re work in process, next steps.
02/21/23	Trevor Eck	0.80	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise work process summaries re same (.3).
02/21/23	Julia R. Foster	0.50	Telephone conference with F. Petrie, K&E team re case status, next steps.
02/21/23	David Hackel	0.60	Conference with T. Eck, K&E team re case status, next steps (.5); review, analyze workstreams re same (.1).
02/21/23	Rob Jacobson	1.30	Conference with F. Petrie, K&E team re work in process, next steps (.5); review, revise summaries re same (.4); prepare for same (.4).
02/21/23	Sarah R. Margolis	0.50	Telephone conference with F. Petrie, K&E team re workstreams, case status.
02/21/23	Brian Nakhaimousa	1.40	Conference with F. Petrie, K&E team re work in process, next steps (.4); review, revise deadline summary re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re case status, next steps.
02/21/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re work in process.
02/21/23	Francis Petrie	0.50	Conference with R. Jacobson, K&E team re work in process.
02/21/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
02/21/23	Luke Spangler	0.80	Telephone conference with F. Petrie, K&E team re work in process (.5); compile recently filed pleadings (.3).
02/21/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.5); review summary re same (.1).
02/22/23	Rob Jacobson	0.20	Conference with M. Reiney, K&E team re work in process, next steps.
02/23/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
02/23/23	Francis Petrie	0.50	Telephone conference with Company, Haynes and Boone, C. Okike, K&E team re work in process (.3); prepare for same (.2).
02/23/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re work in process and next steps.
02/23/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/24/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case updates.
02/24/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise workstream summaries re same (.4).
02/24/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
02/24/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
02/24/23	Sarah R. Margolis	0.30	Telephone conference with R. Jacobson, K&E team re case status, workstreams.
02/24/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re work in process.
02/24/23	Jimmy Ryan	0.30	Video conference with T. Eck, K&E team re work in process and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Mason N. Zurek	0.50	Telephone conference with F. Petrie, K&E team re work in process (.3); review summary re same (.2).
02/26/23	Rob Jacobson	0.90	Conference with F. Petrie, M. Reiney re work in process, next steps (.5); prepare re same (.4).
02/26/23	Francis Petrie	0.50	Telephone conference with M. Reiney, R. Jacobson re work in process.
02/27/23	Christine A. Okike, P.C.	0.70	Telephone conference with Haynes and Boone, F. Petrie, K&E team re coordination (.5); telephone conference with management, Haynes & Boone and K&E teams re key work streams (.2).
02/27/23	Francis Petrie	0.50	Telephone conference with Haynes & Boone and K&E teams re work in process and deal status.
02/28/23	Trevor Eck	0.40	Review, revise work in process summaries re case status updates.
02/28/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, K&E team re key work streams.
02/28/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re work in process and next steps.
02/28/23	Luke Spangler	0.30	Compile recently filed pleadings.
Total		35.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077625
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 19,074.50

Total legal services rendered

\$ 19,074.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	6.40	735.00	4,704.00
Christine A. Okike, P.C.	2.90	1,850.00	5,365.00
Francis Petrie	2.60	1,295.00	3,367.00
Margaret Reiney	4.40	1,155.00	5,082.00
Michael B. Slade	0.30	1,855.00	556.50
TOTALS	16.60		\$ 19,074.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Margaret Reiney	1.20	Review U.S. Trustee comments re cash management issues (.8); correspond with Company re same (.4).
02/02/23	Francis Petrie	0.30	Correspond with U.S. Trustee re cash management issues.
02/03/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company re Silvergate ACH reserve.
02/03/23	Francis Petrie	0.50	Correspond with Company re cash management outstanding issues, stipulation.
02/06/23	Trevor Eck	2.50	Draft stipulation re bank account and release of funds issues.
02/06/23	Francis Petrie	0.60	Review, revise cash management, ACH stipulation.
02/06/23	Margaret Reiney	0.50	Review, revise cash management stipulation.
02/07/23	Christine A. Okike, P.C.	1.60	Review, revise Silvergate stipulation re collateral account.
02/07/23	Francis Petrie	0.70	Revise Silvergate stipulation.
02/13/23	Margaret Reiney	1.20	Correspond with Company re cash management inquiries (.8); review pleading re same (.4).
02/14/23	Trevor Eck	1.90	Review, revise stipulation re bank reserve account.
02/14/23	Christine A. Okike, P.C.	0.50	Review coin analysis (.2); telephone conference with Company, Moelis and Berkeley Research Group teams re same (.3).
02/17/23	Trevor Eck	0.20	Review, revise bank reserve account stipulation.
02/18/23	Trevor Eck	1.40	Review, revise stipulation re bank reserve account.
02/19/23	Trevor Eck	0.40	Research re Silvergate stipulation.
02/20/23	Christine A. Okike, P.C.	0.20	Review Silvergate cash collateral stipulation.
02/22/23	Margaret Reiney	1.50	Correspond with Holland Knight re Silvergate stipulation (.3); review precedent re same (.7); review and revise stipulation re same (.5).
02/23/23	Christine A. Okike, P.C.	0.30	Review Silvergate cash management stipulation (.1); telephone conference with B. Parlin re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Francis Petrie	0.50	Attend telephone conference with B. Parlin, C. Okike re cash management stipulation (.2); review same (.3).
02/23/23	Michael B. Slade	0.30	Telephone conference with R. Loban re accounting issue.
Total		16.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077626
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 7,359.50

Total legal services rendered

\$ 7,359.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	2.80	1,155.00	3,234.00
Mike James Koch	0.30	735.00	220.50
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Isabella J. Paretti	0.70	735.00	514.50
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	0.80	885.00	708.00
TOTALS	6.20		\$ 7,359.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Jimmy Ryan	0.30	Correspond with F. Petrie, K&E team re creditor inquiries (.1); telephone conference with creditor re same (.2).
02/05/23	Rob Jacobson	1.30	Review, revise creditor communications materials.
02/07/23	Jimmy Ryan	0.30	Correspond with Company and Haynes and Boone re customer inquiries.
02/09/23	Rob Jacobson	1.50	Telephone conference with C Street, C. Okike, K&E team re creditor communications updates (.2); prepare for same (.2); review, comment on bar date communications materials (.9); correspond with I. Paretti re same (.2).
02/09/23	Christine A. Okike, P.C.	0.20	Telephone conference with R. Jacobson, K&E team, Company, C Street re creditor communications materials.
02/13/23	Isabella J. Paretti	0.70	Revise, review communications re proof of claim (.5); correspond with B. Nakhaimousa re same (.1); correspond with C Street re same (.1).
02/13/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re customer inquiries.
02/16/23	Christine A. Okike, P.C.	0.30	Telephone conference with F. Petrie, K&E team, Company, C Street re creditor communications.
02/16/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
02/22/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company re client inquiry and response.
02/23/23	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie, K&E team, Company, C Street re customer communications.
02/24/23	Mike James Koch	0.30	Review Company customer listing re customer contact information.
Total		6.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077628
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 44,432.50

Total legal services rendered

\$ 44,432.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.40	735.00	2,499.00
Susan D. Golden	0.40	1,475.00	590.00
David Hackel	0.20	735.00	147.00
Rob Jacobson	19.40	1,155.00	22,407.00
Mike James Koch	1.30	735.00	955.50
Sarah R. Margolis	0.70	995.00	696.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Isabella J. Paretti	8.60	735.00	6,321.00
Francis Petrie	4.80	1,295.00	6,216.00
Jimmy Ryan	0.10	885.00	88.50
Michael B. Slade	0.70	1,855.00	1,298.50
Mason N. Zurek	2.30	995.00	2,288.50
TOTALS	42.40		\$ 44,432.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Susan D. Golden	0.40	Coordinate finalization of CoinDesk bar date and sale notices with publisher (.3) correspond with B. Nakhaimousa re same (.1).
02/02/23	Rob Jacobson	4.30	Review, comment on bar date communications materials (3.9); conference with F. Petrie, K&E team re same (.4).
02/02/23	Isabella J. Paretti	0.80	Review, revise proofs of claim (.7); correspond with R. Jacobson re same (.1).
02/02/23	Francis Petrie	2.20	Correspond with R. Jacobson re proof of claim process (.7); telephone conference with R. Jacobson re same (.4); conference with Company re same (1.1).
02/03/23	Rob Jacobson	5.10	Review, comment on bar date communications materials (2.1); analyze issues re same (.7); correspond with Haynes and Boone, F. Petrie re same (.4); correspond with Company, Kroll re same (.5); review, revise communications materials re same (.7); review bar date order, motion re same (.7).
02/03/23	Christine A. Okike, P.C.	0.50	Review customer proof of claim communications materials.
02/03/23	Isabella J. Paretti	0.90	Review, revise proof of claim forms (.7); correspond with R. Jacobson re same (.2).
02/03/23	Francis Petrie	2.10	Correspond with Company re claims bar date package (.2); telephone conferences with R. Jacobson, Company re same (.4); review bar date order (.8); draft correspondence re bar date service, timing (.2); telephone conference with Haynes and Boone, Company, Kroll re same, service, scope of package contents (.5).
02/04/23	Rob Jacobson	0.40	Review, comment on bar date communications materials.
02/05/23	Michael B. Slade	0.70	Review, revise claims presentation.
02/06/23	Rob Jacobson	0.40	Correspond with Kroll re bar date materials (.2); review, analyze issues re same (.2).
02/09/23	Isabella J. Paretti	3.10	Review, revise materials re proof of claim process (2.6); correspond with R. Jacobson re same (.4); correspond with F. Petrie, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/23	Isabella J. Parette	0.30	Review proof of claim communications (.1); correspond with B. Nakhaimousa re same (.2).
02/13/23	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re claims pool, 510(b) claims and related research.
02/16/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re claims issues.
02/16/23	Isabella J. Parette	0.80	Correspond with Kroll re proof of claim inquiry (.3); conference with B. Nakhaimousa re same (.2); correspond with F. Petrie re same (.1); correspond with S. Margolis re proof of claim process re Kroll (.2).
02/16/23	Mason N. Zurek	2.30	Correspond with S. Margolis, T. Eck, K&E team re claims considerations (.6); telephone conference with S. Margolis, T. Eck, K&E team re same (.3); research and analyze case law re same (1.4).
02/17/23	Sarah R. Margolis	0.20	Correspond with Kroll re proof of claims.
02/19/23	Rob Jacobson	1.50	Review, analyze research re 510(b) claims (.6); research re same (.7); correspond with M. Koch, K&E team re same (.2).
02/19/23	Mike James Koch	0.60	Research, analyze creditor claims questions (.4); correspond with R. Jacobson, K&E team re same (.2).
02/20/23	Trevor Eck	0.80	Research re proof of claims issues re subordination.
02/20/23	Rob Jacobson	3.80	Research 510(b) claims matters (1.9); draft summary re same (1.5); correspond with M. Koch, K&E team re same (.4).
02/20/23	Mike James Koch	0.70	Research, analyze legal issues re subordination, damages considerations (.2); compile case law re same (.1); correspond with R. Jacobson, D. Hackel re same (.4).
02/21/23	Trevor Eck	0.60	Research re claims issues re subordination.
02/21/23	Isabella J. Parette	0.30	Conference with B. Nakhaimousa re proof of claim process.
02/22/23	Isabella J. Parette	0.30	Correspond with B. Nakhaimousa, Kroll re creditor claims inquiry.
02/22/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re creditor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Rob Jacobson	1.30	Review, revise committee claims frequently asked questions (.8); review, analyze issues re same (.5).
02/23/23	Sarah R. Margolis	0.50	Telephone conference with Company, Haynes and Boone re creditor claims.
02/24/23	David Hackel	0.20	Research re account holders' claims.
02/27/23	Rob Jacobson	2.60	Review, revise Committee's communications materials re claims (1.4); research, analyze issues re same (.6); correspond with Haynes and Boone re same (.6).
02/27/23	Isabella J. Paretti	1.90	Research re valuation of proof of claims (.7); draft correspondence, summary re same (1.1); conference with R. Young re same (.1).
02/27/23	Isabella J. Paretti	0.20	Correspond with Kroll team, B. Nakhaimousa re creditor and proof of claim inquiry (.1); correspond with creditor re same (.1).
02/28/23	Trevor Eck	1.80	Draft memorandum re preference claims issues.
Total		42.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077630
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 16,385.50

Total legal services rendered

\$ 16,385.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.50	735.00	1,102.50
Rob Jacobson	1.30	1,155.00	1,501.50
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	2.80	1,850.00	5,180.00
Isabella J. Paretti	1.80	735.00	1,323.00
Francis Petrie	4.00	1,295.00	5,180.00
Margaret Reiney	1.30	1,155.00	1,501.50
TOTALS	13.30		\$ 16,385.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Isabella J. Paretti	1.80	Draft summary re update to UCC (1.6); correspond with M. Reiney, K&E team re same (.2).
02/01/23	Francis Petrie	0.50	Revise materials re UCC meeting.
02/01/23	Margaret Reiney	0.80	Review UCC deck (.6); correspond with I. Paretti, K&E team re same (.2).
02/02/23	Christine A. Okike, P.C.	0.70	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/02/23	Francis Petrie	0.50	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/07/23	Trevor Eck	1.50	Research upcoming deadlines re UCC update summary (.7); review, revise update summary re same (.8).
02/07/23	Brian Nakhaimousa	0.60	Correspond with Berkeley Research Group re key dates re UCC materials.
02/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/09/23	Francis Petrie	1.00	Telephone conference with Brown Rudnick re weekly update.
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/16/23	Francis Petrie	1.00	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update (.5); prepare for same (.5).
02/16/23	Margaret Reiney	0.50	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Rob Jacobson	0.50	Telephone conference with Brown Rudnick, Elementus, M3 Partners, Moelis, Haynes and Boone re customer platform sale.
02/22/23	Christine A. Okike, P.C.	0.30	Review UCC weekly update report.
02/23/23	Rob Jacobson	0.80	Telephone conference with C. Okike, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/23/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/23/23	Francis Petrie	0.60	Attend telephone conference with C. Okike, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/28/23	Francis Petrie	0.40	Review appointment of committee (.1); correspond with M. Reiney, K&E team re same (.3).
Total		13.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077633
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 427,254.50

Total legal services rendered

\$ 427,254.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	1.90	1,455.00	2,764.50
Trevor Eck	40.10	735.00	29,473.50
Julia R. Foster	0.30	480.00	144.00
Will Guthrie	51.70	1,245.00	64,366.50
Katherine Karnosh	2.10	935.00	1,963.50
Mike James Koch	6.10	735.00	4,483.50
Sarah R. Margolis	14.90	995.00	14,825.50
Brian Nakhaimousa	4.90	995.00	4,875.50
Christine A. Okike, P.C.	25.00	1,850.00	46,250.00
Isabella J. Paretti	1.40	735.00	1,029.00
Francis Petrie	50.00	1,295.00	64,750.00
Margaret Reiney	50.40	1,155.00	58,212.00
Jimmy Ryan	18.60	885.00	16,461.00
Steve Toth	67.80	1,615.00	109,497.00
Mason N. Zurek	8.20	995.00	8,159.00
TOTALS	343.40		\$ 427,254.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Trevor Eck	2.80	Review, revise sale non-disclosure agreements re counterparty comments (.8); draft issues lists re same (.4); prepare execution version re same (.6); correspond with B. Nakhaimousa, K&E team, Moelis re same (.3); review, revise non-disclosure agreement tracker re same (.3); compile, organize executed non-disclosure agreements re distribution to Company (.4).
02/01/23	Will Guthrie	1.40	Correspond with S. Toth re APA (.1); review first round process letter (.4); telephone conference with Moelis re customer platform sale (.3); teleconference with R. Jacobson and K&E team re case update (.1); review draft APA re mining assets (.5).
02/01/23	Katherine Karnosh	0.40	Draft purchase price allocation methodology.
02/01/23	Mike James Koch	1.30	Conference with M. Reiney, J. Ryan re notice re bidding considerations (.3); draft notice re same (.9); correspond with J. Ryan re same (.1).
02/01/23	Sarah R. Margolis	2.90	Correspond with T. Eck, M. Reiney re non-disclosure agreement comments (.3); review, analyze same, precedent re same (2.1); review, revise non-disclosure agreements re party comments (.2); telephone conference with counterparty re non-disclosure agreement terms (.3).
02/01/23	Brian Nakhaimousa	0.60	Conference with M. Reiney re sale process, next steps (.4); correspond with S. Golden re publication re bidding procedures notice (.2).
02/01/23	Isabella J. Paretti	0.20	Review agreement re non-disclosure (.1); correspond with T. Eck re same (.1).
02/01/23	Francis Petrie	1.80	Telephone conference with possible expert witness re testimony re sale process (.4); correspond with Walkers, Haynes and Boone re same (.2); telephone conference with Kroll re escrow (.2); telephone conference with Moelis re customer platform asset purchase agreement (.2); review and revise asset purchase agreement materials (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Margaret Reiney	3.90	Correspond with J. Ryan, K&E team re sale process (.5); review precedent re same (.7); correspond with F. Petrie, K&E team, Kroll re sale escrow account (.3); review materials re same (.5); correspond with F. Petrie, K&E team, Moelis, Haynes and Boone re asset purchase agreement (.5); review and revise non-disclosure agreements (.7); review and revise notice re bidding procedures (.7).
02/01/23	Jimmy Ryan	1.30	Conference with M. Reiney, K&E team re sale motion (.3); correspond with M. Reiney, K&E team re same (.2); review, revise notice re bidding procedures (.6); correspond with M. Koch re same (.2).
02/01/23	Steve Toth	1.90	Analyze, revise mining assets asset purchase agreement.
02/02/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (1.6); draft issues list re same (.3); review, revise non-disclosure agreement tracker re non-disclosure agreement process updates (.2).
02/02/23	Will Guthrie	3.80	Draft APA re joint venture interests (3.3); telephone conference with Moelis, S. Toth, K&E team re asset sales (.5).
02/02/23	Sarah R. Margolis	0.10	Review, analyze counterparty comments re non-disclosure agreement.
02/02/23	Brian Nakhaimousa	1.00	Conference with party in interest counterparty re non-disclosure agreement (.5); correspond with T. Eck re non-disclosure agreements (.5).
02/02/23	Isabella J. Paretti	0.40	Review non-disclosure agreement (.2); correspond with T. Eck, M. Koch re same (.2).
02/02/23	Francis Petrie	1.20	Telephone conference with Walkers, Haynes and Boone, potential expert witness re expert evidence for sale process in Bermuda proceeding (.4); telephone conference with Moelis re mining assets sale considerations (.5); review and revise materials re same (.3).
02/02/23	Margaret Reiney	1.50	Review and revise escrow agreement re mining assets sale considerations (.3); review, revise sale documentation (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Steve Toth	0.90	Conference with Moelis, Haynes and Boone re loan auctions (.5); correspond with Moelis, Haynes and Boone, potential bidder re asset purchase agreements (.4).
02/03/23	Trevor Eck	2.90	Review, revise sale non-disclosure agreements re counterparty comments (1.2); draft issues lists re same (.7); correspond with Moelis re same, non-disclosure agreement process updates (.3); review revise non-disclosure agreement tracker re non-disclosure agreement process updates (.4); prepare execution versions re same (.3).
02/03/23	Julia R. Foster	0.30	Correspond with Cole Schotz re filing of affidavits re publication of bidding procedures notice.
02/03/23	Will Guthrie	2.80	Telephone conference with Moelis re APA re joint venture interests (.2); draft APA re same (2.6).
02/03/23	Sarah R. Margolis	0.20	Correspond with B. Nakhaimousa, T. Eck, non-disclosure agreement counterparty re non-disclosure agreement.
02/03/23	Christine A. Okike, P.C.	0.70	Correspond with Walkers re sales process considerations (.3); review bid procedures and institutional loan order re same (.4).
02/03/23	Francis Petrie	0.90	Conference with Berkeley Research Group, Moelis re intercompany treatment, sale process (.2); correspond with Walkers re sale expert testimony (.2); review sale process materials (.5).
02/03/23	Margaret Reiney	0.70	Correspond with S. Toth, K&E team re sale documentation.
02/03/23	Steve Toth	1.80	Revise asset purchase agreement and assignment/bill of sale (.3); correspond with bidder re same (.3); conference with bidder counsel re asset purchase agreement (.2); analyze joint venture asset purchase agreement (.4); analyze legal issues re asset purchase agreements (.3); correspond with M. Reiney, K&E team re same (.3).
02/04/23	Trevor Eck	0.90	Review, revise sale non-disclosure agreement re counterparty comments (.6); prepare execution version re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/23	Will Guthrie	3.90	Telephone conference with Moelis, S. Toth and K&E team re APAs (1.0); draft joint venture APA (2.6); analyze precedent APAs (.3).
02/04/23	Brian Nakhaimousa	0.20	Correspond with T. Eck re non-disclosure agreements.
02/04/23	Christine A. Okike, P.C.	1.00	Telephone conference with F. Petrie, K&E team, Company, Moelis, Haynes & Boone re sales process.
02/04/23	Francis Petrie	1.30	Telephone conference with C. Okike, K&E team, Moelis re mining asset purchase agreement (1.0); review APA re same (.3).
02/04/23	Margaret Reiney	2.10	Review mining asset sale documentation (1.1); correspond with F. Petrie, K&E team, Moelis re same (1.0).
02/04/23	Steve Toth	4.70	Conference with C. Okike, K&E team, Moelis, Haynes and Boone re asset purchase agreement and process (1.0); analyze, revise asset purchase agreement (2.0); analyze and revise asset purchase agreement (1.7).
02/05/23	Trevor Eck	1.20	Review, revise sale non-disclosure agreement re counterparty comments (.9); correspond with B. Nakhaimousa, K&E team re same (.3).
02/05/23	Will Guthrie	0.30	Correspond with S. Toth and K&E team re APAs.
02/05/23	Brian Nakhaimousa	1.00	Correspond with T. Eck re non-disclosure agreements (.2); review, comment on same (.8).
02/05/23	Christine A. Okike, P.C.	0.70	Review claims assets confidential information memorandum re sale disclosure.
02/05/23	Margaret Reiney	0.70	Review deal documents re mining asset sale.
02/05/23	Steve Toth	3.10	Analyze loan and joint venture asset purchase agreements (.9); revise loan asset purchase agreement (1.1); conference with bidder counsel re loan asset purchase agreement (.2); correspond with bidder re asset purchase agreement terms and purchaser financing (.6); correspond with W. Guthrie re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Trevor Eck	1.90	Review, revise non-disclosure agreements re counterparty comments (.7); review, revise issues lists for Company re same (.2); prepare execution versions re same (.6); correspond with M. Reiney, K&E team, Moelis re same (.4).
02/06/23	Will Guthrie	4.00	Telephone conference with Moelis re joint venture APA (.1); correspond with S. Toth and K&E team re APAs (.3); draft joint venture APA (3.6).
02/06/23	Mike James Koch	0.40	Review, revise notice re bidding procedures considerations (.3); correspond with J. Ryan, K&E team re same (.1).
02/06/23	Sarah R. Margolis	0.60	Review, revise non-disclosure agreements re counterparty comments (.5); correspond with T. Eck, K&E working group re same (.1).
02/06/23	Brian Nakhaimousa	0.70	Conference with non-disclosure agreement counterparty re non-disclosure agreement terms (.2); correspond with T. Eck re same (.5).
02/06/23	Christine A. Okike, P.C.	2.10	Review claims assets confidential information memorandum (.8); telephone conference with S. Toth, Moelis, Haynes and Boone re mining loan sale (.6); review mining bids (.1); review UCC objection to bid (.1); review affidavit re Bermuda bid procedures (.5).
02/06/23	Isabella J. Paretti	0.80	Review materials re same re privilege, confidentiality considerations.
02/06/23	Francis Petrie	2.30	Correspond with Moelis, C. Okike, K&E team re asset purchase agreement (.2); review notice re bidding procedures (1.1); correspond with Moelis re data site (.3); review affidavit re bidding procedures process (.6) correspond with Moelis re same (.1).
02/06/23	Margaret Reiney	3.80	Review, analyze sale documents (1.3); correspond with F. Petrie, K&E team, Moelis re same (.5); review, revise non-disclosure agreements (.8); correspond with F. Petrie, K&E team re same (.4); correspond with F. Petrie, K&E team, U.S. Trustee, Kroll re escrow account (.8).
02/06/23	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re notice re bidding procedures (.1); review, revise, comment on same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Steve Toth	1.40	Analyze and revise asset purchase agreement (.7); conference with Company, Moelis, Haynes and Boone, C. Okike, K&E team re bids (.5); correspond with Haynes and Boone, C. Okike, K&E team re asset purchase agreements (.2).
02/07/23	Trevor Eck	1.90	Review, revise non-disclosure agreement re counterparty comments (1.2); draft issues list re same (.3); review, revise non-disclosure agreement tracker re process updates (.2); correspond with S. Margolis, K&E team, Moelis re same (.2).
02/07/23	Will Guthrie	1.30	Draft joint venture interest APA.
02/07/23	Mike James Koch	0.50	Attend telephone conference with F. Petrie, K&E team, Moelis, confidential third parties re sale considerations.
02/07/23	Sarah R. Margolis	2.60	Correspond with B. Nakhaimousa, K&E team re counterparty comments re non-disclosure agreement (.3); review, analyze non-disclosure agreements re party comments (2.3).
02/07/23	Brian Nakhaimousa	0.60	Conference with S. Margolis, J. Ryan, non-disclosure agreement counterparty re non-disclosure agreement (.3); review, comment on same (.3).
02/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, potential settlement counterparty, Moelis, Haynes & Boone, F. Petrie, K&E team re potential assignment transaction.
02/07/23	Francis Petrie	0.60	Review and revise motion re self-mining assets sale.
02/07/23	Francis Petrie	0.70	Conference with S. Margolis, K&E team re non-disclosure agreements (.4); review and revise same (.3).
02/07/23	Margaret Reiney	0.50	Review, revise sale materials.
02/07/23	Jimmy Ryan	0.70	Conference with S. Margolis re non-disclosure agreements (.4); telephone conference with S. Margolis, B. Nakhaimousa, and confidential counterparty re same (.2); correspond with S. Margolis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Steve Toth	1.90	Analyze and revise joint venture asset purchase agreement (1.1); conference with Moelis, Company, bidder, bidder counsel, Haynes and Boone, C. Okike, K&E team re loan bidder process (.4); revise joint venture asset purchase agreement (.4).
02/08/23	Trevor Eck	1.70	Review revise, non-disclosure agreements re counterparty comments (1.2); correspond with S. Margolis, K&E team re same (.3); compile executed non-disclosure agreement materials re Company records (.2).
02/08/23	Will Guthrie	1.50	Draft joint venture APA (1.3); draft general mining APA (.2).
02/08/23	Sarah R. Margolis	1.40	Correspond with T. Eck, K&E team re non-disclosure agreement, counterparty comments (.3); review, analyze non-disclosure agreements re counterparty comments (1.1).
02/08/23	Sarah R. Margolis	0.20	Correspond with counterparty, T. Eck re non-disclosure agreement comments.
02/08/23	Brian Nakhaimousa	0.70	Review, revise non-disclosure agreements (.3); correspond with S. Margolis, T. Eck re same (.2); correspond with non-disclosure agreement counterparty re same (.2).
02/08/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Berkeley Research Group, Moelis, F. Petrie, K&E team re coin analysis (.5); review bidding procedures pleadings re international considerations (.5).
02/08/23	Francis Petrie	0.40	Telephone conference with Moelis, M. Slade, K&E team re sale process (.2); correspond with same re revised sale affidavit (.2).
02/08/23	Margaret Reiney	1.30	Review and revise non-disclosure agreements (.9); correspond with S. Margolis, K&E team, Company re same (.4).
02/08/23	Jimmy Ryan	0.70	Correspond with S. Margolis, K&E team re non-disclosure agreements (.3); correspond with F. Petrie, K&E team re consumer privacy ombudsman (.2); draft summary re same (.2).
02/09/23	Trevor Eck	0.90	Review, revise non-disclosure agreements re counterparty comments (.7); review, revise non-disclosure agreement tracker re non-disclosure agreement process updates (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Will Guthrie	0.30	Draft customer platform APA.
02/09/23	Sarah R. Margolis	0.50	Review, revise non-disclosure agreements re counterparty comments (.4); correspond with T. Eck, K&E team re same (.1).
02/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with Joint Provisional Liquidators, Walkers, Haynes & Boone and F. Petrie, K&E team re sales process.
02/09/23	Margaret Reiney	0.60	Correspond with J. Ryan, K&E team, U.S. Trustee re consumer privacy ombudsman language in bidding procedures order (.3); prepare for same (.3).
02/10/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (.8); correspond with S. Margolis, counterparty re same (.2); draft issues list re same (.3); review, revise non-disclosure agreement tracker (.5); correspond with M. Reiney, Moelis re same (.3).
02/10/23	Will Guthrie	2.00	Review, revise customer platform APA.
02/10/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreements re counterparty comments (.6); analyze same re same (.4); correspond with T. Eck, K&E team re same (.1).
02/10/23	Sarah R. Margolis	0.30	Correspond with NDA counterparties re non-disclosure agreement (.1); review, analyze comments re same (.2).
02/10/23	Christine A. Okike, P.C.	2.00	Correspond with Venable, Moelis, Haynes & Boone re mining loan sale (.4); review mining loan agreements (.6); review hedging presentation (1.0).
02/10/23	Margaret Reiney	1.10	Review, revise non-disclosure agreements (.8); correspond with S. Margolis, K&E team, Company re same (.3).
02/12/23	Trevor Eck	0.30	Review, revise non-disclosure agreement re counterparty comments.
02/13/23	Trevor Eck	0.50	Review, revise non-disclosure agreements re counterparty comments.
02/13/23	Sarah R. Margolis	0.50	Review, revise non-disclosure agreements re counterparty comments (.3); correspond with T. Eck, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Christine A. Okike, P.C.	1.00	Telephone conference with Venable, Haynes and Boone re loan settlement (.3); correspond with Company, Moelis, Haynes & Boone re same (.1); telephone conference with Moelis, Haynes & Boone, F. Petrie re mining loan (.5); correspond with Company re same (.1).
02/13/23	Francis Petrie	1.20	Telephone conference with C. Okike, Moelis re treatment of institutional loans (.5); analyze research re considerations re same (.3); correspond with potential bidders re sale, bidding process (.4).
02/13/23	Margaret Reiney	0.90	Review, revise non-disclosure agreements (.7); correspond with S. Margolis, K&E team re same (.2).
02/13/23	Jimmy Ryan	0.20	Review, revise non-disclosure agreement (.1); correspond with S. Margolis, K&E team, and confidential counterparty re same (.1).
02/13/23	Mason N. Zurek	2.80	Review, analyze case law re loan agreements for APA (1.9); draft and revise memorandum re same (.9).
02/14/23	Trevor Eck	0.60	Review, revise non-disclosure agreement re counterparty comments.
02/14/23	Will Guthrie	1.40	Review, revise customer platform APA.
02/14/23	Sarah R. Margolis	0.70	Review, revise non-disclosure agreements re counterparty comments (.5); correspond with T. Eck, K&E team re same (.2).
02/14/23	Francis Petrie	0.50	Telephone conference with Berkeley Research Group re coin balances.
02/14/23	Mason N. Zurek	0.10	Review, revise non-disclosure agreements.
02/15/23	Trevor Eck	6.20	Review, revise non-disclosure agreements re counterparty comments (3.6); draft issues lists re same (.9); correspond with M. Reiney, K&E team, Moelis re same (.4); research re non-disclosure agreement issue (.4); review, revise non-disclosure agreement summary (.3); review, analyze joint venture materials re sale considerations (.6).
02/15/23	Sarah R. Margolis	1.60	Review, revise non-disclosure agreement re counterparty comments (.3); correspond with T. Eck, K&E team re same (.3); review, analyze non-disclosure agreements, issues list re counterparty comments (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/15/23	Christine A. Okike, P.C.	0.30	Telephone conference with Brown Rudnick, Moelis, Haynes and Boone, F. Petrie re sale process.
02/15/23	Francis Petrie	2.70	Telephone conference with C. Okike, Haynes and Boone, Brown Rudnick, Moelis re sale process (.3); telephone conference with Moelis re sale process (.5); review correspondence re sale process (1.2); correspond with C. Okike, K&E team re same (.7).
02/15/23	Margaret Reiney	0.70	Review, revise non-disclosure agreements (.3); correspond with T. Eck, K&E team re same (.4).
02/16/23	Trevor Eck	4.30	Review, analyze joint venture materials re sale considerations (2.4); draft summary re same (1.9).
02/16/23	Will Guthrie	3.70	Telephone conference with Moelis re APAs (.1); review, revise customer platform APA (2.8); review and analyze APA precedent (.8).
02/16/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, Moelis re platform sale (.3); review pleadings re sale process (.3); correspond with Moelis re same (.2).
02/16/23	Francis Petrie	0.70	Conference with C. Okike, Moelis re sale process (.3); correspond with Moelis re bidding procedures and auction logistics (.4).
02/16/23	Steve Toth	2.50	Analyze and revise platform asset purchase agreement draft.
02/17/23	Trevor Eck	1.20	Review, analyze non-disclosure agreements re counterparty comments (.6); review, revise joint venture agreement analysis re sale considerations (.6).
02/17/23	Will Guthrie	0.10	Correspond with S. Toth and K&E team re customer platform APA.
02/17/23	Sarah R. Margolis	0.60	Correspond with non-disclosure agreement counterparty re NDAs (.1); review, analyze non-disclosure agreements re counterparty comments (.5).
02/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with Venable re bid considerations (.1); correspond with Company, Haynes and Boone, Moelis re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Margaret Reiney	1.20	Review, revise nondisclosure agreements (.8); review sale documents re same (4).
02/17/23	Steve Toth	0.90	Review, analyze, revise asset purchase agreement.
02/17/23	Mason N. Zurek	1.40	Correspond with T. Eck re sale considerations (.2); review, revise research re same (1.2).
02/20/23	Will Guthrie	2.20	Review, revise customer platform APA.
02/20/23	Francis Petrie	0.70	Review customer platform bids (.4); correspond with M. Reiney, K&E team re same (.3).
02/20/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team, Moelis re sale process (.4); review documentation re same (1.3).
02/20/23	Steve Toth	1.70	Analyze bids for mining assets.
02/21/23	Trevor Eck	1.70	Review, revise non-disclosure agreements re counterparty comments (.5); review, revise memorandum re joint venture sale issues (1.2).
02/21/23	Will Guthrie	4.30	Telephone conference with S. Toth, K&E team and Moelis re asset sale process and strategy (1.1); review, revise customer platform APA (3.2).
02/21/23	Brian Nakhaimousa	0.10	Correspond with Moelis re non-disclosure agreement.
02/21/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, Moelis, Haynes and Boone, S. Toth re mining asset sale considerations.
02/21/23	Margaret Reiney	0.80	Correspond with Company, Moelis re sale process.
02/21/23	Steve Toth	2.40	Conference with C. Okike, Moelis, Haynes and Boone, Company re mining bids (1.1); analyze new mining bids (1.3).
02/21/23	Mason N. Zurek	1.90	Correspond with T. Eck re sale considerations (.7); review and revise memorandum re same (1.2).
02/22/23	Trevor Eck	1.30	Review, revise non-disclosure agreement re counterparty comments (.3); review, revise memorandum re joint venture sale issues (.3); correspond with M. Zurek re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Will Guthrie	5.50	Telephone conferences with Moelis and K&E team re APAs (1.2); review bidder markups to APAs and draft summary chart (3.4); correspond with S. Toth and K&E team re APAs (.9).
02/22/23	Mike James Koch	0.50	Draft notice of auction re mining assets.
02/22/23	Christine A. Okike, P.C.	1.80	Telephone conference with F. Petrie, S. Toth Company, Moelis, Haynes and Boone re mining sale (.9); telephone conference with F. Petrie Moelis, Hayes and Boone re mining bids (.6); review bid procedures (.3).
02/22/23	Francis Petrie	3.30	Telephone conference with Walkers re sale process (.5); correspond with Moelis, C. Okike re mining auction, sale status (.6); telephone conference with C. Okike, S. Toth, Moelis, Haynes and Boone, Company re same (.9); telephone conference with C. Okike, Haynes and Boone, Moelis re platform and status of bids (.6); review materials re bidding process (.7).
02/22/23	Margaret Reiney	4.00	Correspond with F. Petrie, K&E team, Moelis, Haynes and Boone re auction, sale (.6); review, revise pleading re same (1.5); research re employee issues re sale process (.9); review, revise notice of auction (.7); research re same (.3).
02/22/23	Jimmy Ryan	6.40	Draft sale motion (3.9); research re same (1.4); review, analyze precedent re same (1.1).
02/22/23	Steve Toth	7.00	Analyze mining asset bids (.7); conference with F. Petrie, K&E team Moelis, Company, Haynes and Boone re mining asset bids (1.0); analyze mining bids and asset purchase agreements (1.6); conference with W. Guthrie re bids and issues list (.2); analyze asset purchase agreements and issues list (.4); conference with C. Okike, Haynes and Boone, Moelis, Company re potential stalking horse bid (.5) conference with W. Guthrie re issues list and bids (.4); revise potential stalking horse asset purchase agreement (2.2).
02/22/23	Mason N. Zurek	0.70	Correspond with T. Eck, F. Petrie, M. Reiney re sale considerations (.2); review and revise memorandum re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Steven M. Cantor	1.70	Review asset purchase agreement.
02/23/23	Trevor Eck	1.80	Review, revise memorandum re joint venture sale issues.
02/23/23	Will Guthrie	1.10	Telephone conference with S. Toth and K&E team re APAs (.2); correspond with S. Toth and K&E team re customer platform APA (.7); telephone conference with Moelis re customer platform APA (.2).
02/23/23	Mike James Koch	0.70	Review, revise auction script re mining asset auction.
02/23/23	Francis Petrie	1.40	Correspond with M. Reiney, K&E team re auction logistics (.7); review sale order re same (.7).
02/23/23	Margaret Reiney	4.50	Review, revise sale order, motion (2.1); review and revise auction script (1.2); correspond with F. Petrie, K&E team re same (.7); review, revise notice of auction (.5).
02/23/23	Jimmy Ryan	4.50	Correspond with M. Reiney re sale motion, sale order and declaration in support thereof (.7); draft sale order (2.5); research re same (.9); review, analyze precedent re same (.4).
02/23/23	Steve Toth	4.10	Analyze mining bids (.6); analyze and revise bidder asset purchase agreements (1.2); analyze loan bidder asset purchase agreement (.3); revise issues list for mining asset purchase agreements (2.0).
02/23/23	Mason N. Zurek	0.20	Correspond with T. Eck re memorandum re sale considerations.
02/24/23	Trevor Eck	1.10	Review, revise non-disclosure agreement re counterparty comments (.8); draft issues list re same (.3).
02/24/23	Will Guthrie	3.50	Telephone conferences with S. Toth, K&E team and Moelis re APAs and auctions (1.2); review, revise customer platform APA (1.2); revise bidder APAs (1.1).
02/24/23	Katherine Karnosh	1.70	Review, revise mark-up of asset purchase agreements for joint venture and certain mining assets.
02/24/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Christine A. Okike, P.C.	1.00	Telephone conference with Brown Rudnick, Moelis re mining sale (.1); correspond with Moelis, F. Petrie re mining auction (.6); review bid procedures (.3).
02/24/23	Francis Petrie	5.60	Review notice of auction (.2); correspond with Cole Schotz re filing of same (.1); correspond with M. Reiney, K&E team re sale order (.2); review, revise same (1.1); review letters of intent re customer platform assets (.9); office conference with M. Reiney, K&E team re same (.5); correspond with M. Reiney, K&E team, Moelis re sale process and asset purchase agreements (1.2); correspond with M. Reiney, Moelis re auction logistics and bidding procedures requirements (1.4).
02/24/23	Francis Petrie	0.40	Telephone conference with counsel to retail loan ad hoc group (.3); correspond with C. Okike, K&E team re same (.1).
02/24/23	Margaret Reiney	4.80	Review, revise sale order, motion (1.1); correspond with F. Petrie, K&E team, Moelis re auction logistics (.8); review, revise auction notice re filing (1.2); correspond with F, Petrie, K&E team re same (.5); prepare materials for auction (1.2).
02/24/23	Jimmy Ryan	1.10	Correspond with M. Reiney, M. Koch re sale of mining assets (.6); correspond with Duane Morris re same (.2); review, revise sale order re same (.3).
02/24/23	Steve Toth	8.30	Correspond with C. Okike, Moelis re platform asset purchase agreement (.3); correspond with C. Okike, Moelis re mining sale process (.6); analyze bidder asset purchase agreements (2.9); correspond with bidders re same (.3); conference with C. Okike, Moelis, Haynes and Boone re bids (.8); analyze and revise bidder asset purchase agreement (.4); revise bidder asset purchase agreement (.7); update attorney notes re bids (.4); revise bidder asset purchase agreements (1.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/23	Francis Petrie	4.20	Correspond with S. Toth, K&E team re asset purchase agreement finalization (2.0); correspond with M. Reiney re auction and logistics (.4); correspond with Moelis re sale items and process (1.5); review memorandum re sale considerations research (.3).
02/25/23	Margaret Reiney	1.20	Correspond with F. Petrie, K&E team, Moelis re auction logistics (.5); review materials re same (.7).
02/25/23	Jimmy Ryan	0.90	Review, revise sale order.
02/25/23	Steve Toth	2.90	Analyze and revise bidder asset purchase agreement.
02/26/23	Trevor Eck	0.80	Review, revise memorandum re joint venture sale, other sale issues.
02/26/23	Will Guthrie	1.20	Telephone conference with Moelis and S. Toth and K&E team re auctions (.5); review, revise customer platform APA (.7).
02/26/23	Francis Petrie	3.70	Telephone conference with bidder re sale process (.5); correspond with S. Toth, K&E team re asset purchase agreement finalization (2.0); correspond with M. Reiney re auction and logistics (.4); correspond with M. Reiney, K&E team re sale items and process (.5); review materials re assignability research (.3).
02/26/23	Margaret Reiney	1.90	Review materials re auction (1.3); correspond with F. Petrie, K&E team, Moelis re same (.6).
02/26/23	Steve Toth	2.80	Correspond with bidder re bid update (.2); correspond with bidder re bid issues (.2); conference with bidder, bidder counsel, Moelis, Haynes and Boone re bidder terms (.6); conference with Moelis re bid considerations (.2); analyze, revise bidder asset purchase agreement (1.1); analyze platform bids (.5).
02/26/23	Mason N. Zurek	1.00	Review and revise memorandum re sale considerations (.8); correspond with T. Eck, M. Reiney re same (.2).
02/27/23	Steven M. Cantor	0.20	Review asset purchase agreement.
02/27/23	Trevor Eck	1.90	Review, revise non-disclosure agreement re counterparty comments (.6); draft issues list re same (.8); review, revise memorandum re joint venture sale issues (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Will Guthrie	6.50	Telephone conference with S. Toth, K&E team and Moelis re APAs and auction process (1.1); review, revise customer platform APA (3.9); review and analyze precedent APAs (1.5).
02/27/23	Mike James Koch	2.70	Draft memorandum re bidding timeline (.9); draft pleading re bidding, auction considerations (1.0); draft declaration re mining asset sale considerations (.8).
02/27/23	Sarah R. Margolis	0.80	Review, revise non-disclosure agreement re counterparty comments (.7); correspond with T. Eck re same (.1).
02/27/23	Christine A. Okike, P.C.	1.60	Telephone conference with F. Petrie, Moelis, Haynes and Boone re auction (1.4); telephone conference with Moelis, Haynes and Boone re loan considerations (.2).
02/27/23	Francis Petrie	6.50	Telephone conference with C. Okike, Moelis, Haynes and Boone re auction logistics (1.4); review, analyze considerations re same (1.4); telephone conference with bidders re mining asset purchase agreement discussion (.5); telephone conference with W. Pruitt, S. Toth re insurance considerations (.2); review, analyze considerations re same (1.2); telephone conferences S. Toth, K&E team re finalizing mining bids (.8); prepare for same (.6); correspond with same re same (.4).
02/27/23	Margaret Reiney	5.00	Review auction materials (1.7); correspond with F. Petrie, K&E team, Moelis re same (1.1); prepare sale timelines (.8); correspond with F. Petrie, K&E team re same (.4); review, revise non-disclosure agreements (.7); correspond with Company, F. Petrie, K&E team re same (.3).
02/27/23	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re sale motion and declaration in support thereof.
02/27/23	Steve Toth	8.10	Analyze platform bids (.9); conference with W. Guthrie re asset purchase agreements (.2); analyze mining asset purchase agreements (.2); conference with Moelis, Haynes and Boone re same (.5); revise bidder asset purchase agreement (1.7); conference with Moelis, Haynes and Boone re bids (.8); revise bidder asset purchase agreements (3.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Mason N. Zurek	0.10	Correspond with T. Eck, M. Reiney re sale considerations memorandum.
02/28/23	Will Guthrie	0.90	Redact APA re distribution.
02/28/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments (.2); correspond with T. Eck re same (.1); correspond with counterparty re same (.1).
02/28/23	Christine A. Okike, P.C.	8.30	Attend mining auction (3.9); correspond with UCC, Moelis, S. Toth, K&E team re same (3.9); prepare for same (.5).
02/28/23	Francis Petrie	9.90	Attend mining sale auction (3.9); office conferences with S. Toth, bidders re same (3.9); review sale motion and order (2.1).
02/28/23	Margaret Reiney	7.50	Attend mining asset auction (3.5); prepare materials for same (1.0); review and revise sale motion, order (2.2); correspond with Moelis, K&E team re same (.8).
02/28/23	Jimmy Ryan	2.40	Correspond with M. Reiney, K&E team re mining sale motion (.3); review, revise same (2.1).
02/28/23	Steve Toth	0.90	Review, analyze platform asset purchase agreement.
02/28/23	Steve Toth	10.50	Revise bidder asset purchase agreement (3.0); participate in mining assets auction (3.9); conference with F. Petrie, bidders re same (2.6); revise bidder asset purchase agreements (1.0).
Total		343.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077635
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 8,144.00

Total legal services rendered

\$ 8,144.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.50	735.00	367.50
Trevor Eck	4.80	735.00	3,528.00
Christine A. Okike, P.C.	0.10	1,850.00	185.00
Isabella J. Paretti	2.50	735.00	1,837.50
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	9.10		\$ 8,144.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Michael B. Slade	1.20	Review board minutes re privilege.
02/08/23	Christine A. Okike, P.C.	0.10	Telephone conference with Company re client loan.
02/13/23	Trevor Eck	4.80	Research re corporate entities issue (3.1); draft summary re same (1.7).
02/16/23	Isabella J. Paretti	0.40	Review organizational charts re corporate structure.
02/20/23	Ziv Ben-Shahar	0.50	Prepare board communications re hearing agenda.
02/21/23	Isabella J. Paretti	0.70	Draft summary for board re February omnibus hearing.
02/23/23	Isabella J. Paretti	0.60	Draft board update re weekly case status.
02/24/23	Isabella J. Paretti	0.80	Revise board materials re recent hearings (.4); draft summary for Company re same (.4).
Total		9.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077637
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 12,098.50

Total legal services rendered

\$ 12,098.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Hackel	3.20	735.00	2,352.00
Mike James Koch	0.70	735.00	514.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Francis Petrie	5.80	1,295.00	7,511.00
Mason N. Zurek	0.80	995.00	796.00
TOTALS	11.00		\$ 12,098.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Francis Petrie	1.00	Correspond with Company re KERP information (.5); revise Company form re same (.5).
02/02/23	Francis Petrie	0.20	Review wages order re reimbursement payments.
02/08/23	Francis Petrie	0.40	Review updates re employee departures (.2); correspond with Company re same (.2).
02/09/23	Francis Petrie	0.20	Telephone conference with Company re employee issues.
02/13/23	Francis Petrie	0.20	Correspond with Company re KERP employee issue.
02/14/23	Francis Petrie	0.30	Telephone conference with Company re employee issues (.2); telephone conference with K. Vera re employee issues (.1).
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters.
02/16/23	Francis Petrie	0.50	Telephone conference with Company, C. Street, C. Okike re employee issues.
02/21/23	David Hackel	2.90	Research re KERP (2.8); correspond with M. Zurek re same (.1).
02/21/23	Francis Petrie	0.50	Telephone conference with K. Vera, Company re employee issues.
02/21/23	Mason N. Zurek	0.30	Correspond with D. Hackel, S. Margolis, K&E team re KERP issue (.1); analyze memorandum re same (.2).
02/22/23	David Hackel	0.30	Analyze issues re KERP and compensation (.2); correspond with M. Zurek, K&E team re same (.1).
02/22/23	Mike James Koch	0.70	Draft memorandum re WARN Act considerations.
02/22/23	Mason N. Zurek	0.50	Correspond with D. Hackel, F. Petrie re KERP issue (.1); revise memorandum re same (.4).
02/23/23	Francis Petrie	0.40	Telephone conference with M. Crowell re employee issues (.1); correspond with C. Okike, M. Slade re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Francis Petrie	0.60	Telephone conference with E. Podaras, W. Benter re WARN status (.3); review headcount analysis re same (.3).
02/28/23	Francis Petrie	1.50	Attend all hands telephone conference with Company (.5); prepare for same (.5); telephone conference with M. Crowell, K. Vera re employee issues (.5).
Total		11.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077639
Client Matter: 54119-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 16,708.00

Total legal services rendered

\$ 16,708.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	12.30	735.00	9,040.50
Susan D. Golden	0.50	1,475.00	737.50
Rob Jacobson	6.00	1,155.00	6,930.00
TOTALS	18.80		\$ 16,708.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/19/23	Trevor Eck	2.30	Research re contract rejection deadline.
02/20/23	Trevor Eck	0.80	Research re deadline to assume or reject unexpired leases.
02/23/23	Trevor Eck	2.00	Research precedent re extension to assume or reject leases.
02/24/23	Trevor Eck	0.90	Review, analyze precedent re contract rejection issues (.4); correspond with S. Golden, R. Jacobson re same (.5).
02/24/23	Susan D. Golden	0.50	Correspond with T. Eck re motion to extend time to assume or reject leases (.1); review precedent (.4).
02/24/23	Rob Jacobson	2.80	Research contract rejection precedent (1.2); review, analyze issues re same (.7); correspond with T. Eck, S. Golden re same (.5); correspond with Haynes and Boone re same (.4).
02/27/23	Trevor Eck	1.30	Revise motion re extending period to assume or reject unexpired leases.
02/28/23	Trevor Eck	5.00	Revise assumption or rejection of leases extension motion (2.5); research precedent re same (1.7); analyze same (.8).
02/28/23	Rob Jacobson	3.20	Review, comment on lease rejection deadline extension motion (2.5); review, comment on bridge order (.7).
Total		18.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077642
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 4,763.00

Total legal services rendered

\$ 4,763.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.40	1,155.00	462.00
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Francis Petrie	0.50	1,295.00	647.50
Margaret Reiney	0.50	1,155.00	577.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	3.20		\$ 4,763.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Rob Jacobson	0.40	Attend status conference re wallet withdrawal motion.
02/21/23	Brian Nakhaimousa	0.30	Telephone conference re wallet status.
02/21/23	Christine A. Okike, P.C.	1.00	Attend status conference hearing (.4); prepare for same (.6).
02/21/23	Francis Petrie	0.50	Telephone conference re wallet status (.4); review, analyze issues re same (.1).
02/21/23	Margaret Reiney	0.50	Attend hearing (.4); prepare for same (.1).
02/21/23	Michael B. Slade	0.50	Attend status conference re wallet withdrawal motion.
Total		3.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077644
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 323.00

Total legal services rendered

\$ 323.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steve Toth	0.20	1,615.00	323.00
TOTALS	0.20		\$ 323.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Steve Toth	0.20	Conference with W. Pruitt, F. Petrie re directors' and officers' insurance.
Total		0.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077647
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 67,227.50

Total legal services rendered

\$ 67,227.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	15.80	735.00	11,613.00
Trevor Eck	19.30	735.00	14,185.50
David Hackel	10.40	735.00	7,644.00
Rob Jacobson	9.10	1,155.00	10,510.50
Sarah R. Margolis	3.60	995.00	3,582.00
Brian Nakhaimousa	2.70	995.00	2,686.50
Christine A. Okike, P.C.	3.90	1,850.00	7,215.00
Isabella J. Paretti	0.60	735.00	441.00
Francis Petrie	0.50	1,295.00	647.50
Margaret Reiney	3.00	1,155.00	3,465.00
Michael B. Slade	0.90	1,855.00	1,669.50
Luke Spangler	2.10	325.00	682.50
Mason N. Zurek	2.90	995.00	2,885.50
TOTALS	74.80		\$ 67,227.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christine A. Okike, P.C.	0.70	Review intercompany claims presentation materials.
02/03/23	Trevor Eck	0.70	Revise disclosure statement re case updates.
02/03/23	Christine A. Okike, P.C.	1.00	Correspond with Moelis and BRG teams re recovery analysis (.3); telephone conference with M. Renzi re same (.2); analyze case strategy (.3); telephone conference with J. Mayers re same (.2).
02/05/23	Trevor Eck	0.20	Correspond with R. Jacobson re confirmation case dates and deadlines.
02/06/23	Francis Petrie	0.50	Review confirmation timeline materials.
02/07/23	Ziv Ben-Shahar	3.60	Review, revise exclusivity motion (3.4); correspond with M. Zurek re same (.2).
02/07/23	Rob Jacobson	1.50	Review, comment on exclusivity motion (1.2); analyze related matters (.3).
02/07/23	Mason N. Zurek	0.90	Correspond with Z. Ben-Shahar, R. Jacobson re exclusivity motion (.2); review and revise same (.7).
02/09/23	Rob Jacobson	4.10	Review, comment on exclusivity motion (2.9); correspond with M. Zurek, K&E team re same (.6); analyze precedent re same (.6).
02/09/23	Mason N. Zurek	0.40	Review, analyze exclusivity extension motion (.2); correspond with R. Jacobson, Z. Ben-Shahar re same (.2).
02/10/23	Trevor Eck	2.30	Revise disclosure statement re case updates.
02/13/23	Christine A. Okike, P.C.	0.40	Review waterfall analysis.
02/13/23	Christine A. Okike, P.C.	0.30	Research re claim treatment re plan.
02/14/23	Christine A. Okike, P.C.	1.30	Review waterfall analysis (.3); telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re same (1.0).
02/14/23	Michael B. Slade	0.90	Telephone conference with BRG, Company and C. Okike re waterfall issues.
02/15/23	Ziv Ben-Shahar	0.10	Correspond with M. Zurek re plan exclusivity motion.
02/15/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity motion.
02/16/23	Ziv Ben-Shahar	0.40	Review exclusivity motion (.3); correspond with M. Zurek re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Mason N. Zurek	0.30	Review comments to exclusivity motion (.2); correspond with Z. Ben-Shahar re same (.1).
02/17/23	Margaret Reiney	1.70	Revise exclusivity motion.
02/19/23	David Hackel	1.90	Research re plan classification.
02/19/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar, M. Reiney, F. Petrie re exclusivity.
02/20/23	Ziv Ben-Shahar	0.80	Review, analyze matters re plan exclusivity.
02/20/23	David Hackel	1.50	Research re plan classification matters.
02/20/23	Margaret Reiney	0.80	Research re exclusivity motion.
02/20/23	Mason N. Zurek	0.70	Research and analyze legal issues re exclusivity bridge order.
02/21/23	Ziv Ben-Shahar	0.60	Correspond with B. Nakhaimousa re disclosure statement motion (.4); research re same (.2).
02/21/23	Ziv Ben-Shahar	0.70	Draft proposed order re exclusivity motion.
02/21/23	Ziv Ben-Shahar	0.50	Research key dates, statutory timelines re same (.3); correspond with T. Eck re same (.2).
02/21/23	Trevor Eck	2.20	Research re key case dates and deadlines (1.3); correspond with Z. Ben-Shahar re same (.2); review, revise summary re same (.7).
02/21/23	Sarah R. Margolis	0.20	Correspond with D. Hackel, T. Eck re disclosure statement transcripts (.1); review, analyze disclosure statement (.1).
02/21/23	Brian Nakhaimousa	0.40	Correspond with Z. Ben-Shahar re precedent re disclosure statement motion exhibits.
02/21/23	Isabella J. Paretti	0.60	Research re plan supplement.
02/21/23	Margaret Reiney	0.50	Review precedent re exclusivity.
02/22/23	Ziv Ben-Shahar	2.00	Draft proposed order re exclusivity motion.
02/22/23	Ziv Ben-Shahar	1.40	Research re disclosure statement motion exhibits.
02/22/23	Trevor Eck	2.90	Research re confirmation, solicitation dates and deadlines (2.2); review, revise tracker re same (.7).
02/22/23	David Hackel	2.30	Correspond with L. Spangler, K&E team re disclosure statement research (.1); analyze documents re same (2.2).
02/22/23	Brian Nakhaimousa	0.20	Correspond with Z. Ben-Shahar re disclosure statement motion precedent.
02/22/23	Brian Nakhaimousa	0.70	Correspond with F. Petrie re case timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Luke Spangler	1.50	Research precedent re disclosure statement hearings.
02/23/23	Ziv Ben-Shahar	1.80	Revise proposed bridge order re exclusivity (1.5); correspond with M. Zurek re same (.3).
02/23/23	Trevor Eck	1.70	Research re key case dates and deadlines (1.2); review, revise tracker re same (.5).
02/23/23	David Hackel	4.10	Correspond with S. Margolis, K&E team re disclosure statement research (.2); review, analyze precedent, case law re same (3.9).
02/23/23	Sarah R. Margolis	0.50	Revise disclosure statement.
02/23/23	Brian Nakhaimousa	0.70	Review, comment on disclosure statement motion.
02/23/23	Mason N. Zurek	0.40	Correspond with Z. Ben-Shahar, M. Reiney re exclusivity (.3); revise motion re same (.1).
02/24/23	David Hackel	0.20	Correspond with T. Eck re disclosure statement research (.1); analyze same (.1).
02/24/23	Rob Jacobson	3.50	Review, revise confirmation timeline, statutory deadline materials.
02/25/23	Trevor Eck	6.50	Analyze transcripts re disclosure statement matters (3.7); draft memorandum re same (2.8).
02/26/23	Trevor Eck	0.40	Research precedent re disclosure statement issues.
02/26/23	Trevor Eck	1.40	Draft key dates and deadlines summary.
02/26/23	Trevor Eck	0.30	Revise key dates and deadlines summary (.2); correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re upcoming key dates and deadlines (.1).
02/26/23	Sarah R. Margolis	1.00	Revise disclosure statement (.8); analyze precedent transcripts re same (.2).
02/27/23	David Hackel	0.40	Review, analyze waterfall analysis and related deck materials.
02/27/23	Sarah R. Margolis	0.80	Revise disclose statement.
02/27/23	Brian Nakhaimousa	0.70	Revise disclosure statement motion exhibits (.6); correspond with Z. Ben-Shahar re same (.1).
02/27/23	Christine A. Okike, P.C.	0.20	Review recovery analysis.
02/27/23	Luke Spangler	0.60	Research precedent re disclosure statements and disclosure statement orders.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Ziv Ben-Shahar	3.90	Revise disclosure statement motion (2.4); revise disclosure statement exhibits (.5); research re same (1.0).
02/28/23	Trevor Eck	0.70	Research re upcoming key dates and deadlines (.4); review, revise materials re same (.3).
02/28/23	Sarah R. Margolis	1.10	Revise disclosure statement.
Total		74.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077649
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 7,871.50

Total legal services rendered

\$ 7,871.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.80	1,850.00	5,180.00
Isabella J. Paretti	1.90	735.00	1,396.50
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	5.70		\$ 7,871.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Christine A. Okike, P.C.	1.20	Correspond with Walkers team re chapter 11 updates (.2); telephone conference with Company, JPLS, Walkers, Haynes and Boone, F. Petrie, K&E team re international issues, JPL case status (1.0).
02/02/23	Isabella J. Paretti	1.90	Draft summary re wallet re updates to joint provisional liquidators (1.6); correspond with R. Jacobson, M. Reiney re same (.1); correspond with F. Petrie re same (.2).
02/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, JPLs, Walkers, Haynes & Boone and F. Petrie re international key work streams.
02/09/23	Francis Petrie	1.00	Telephone conference with Joint Provisional Liquidators, Walkers, Haynes & Boone, C. Okike, K&E team re update call re sale process.
02/16/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, JPLs, Walkers, Haynes and Boone, F. Petrie and K&E team re same.
Total		5.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077650
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 84,295.50

Total legal services rendered

\$ 84,295.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	8.90	735.00	6,541.50
Michael Y. Chan	3.00	365.00	1,095.00
Marta Dudyan	5.50	315.00	1,732.50
Trevor Eck	6.90	735.00	5,071.50
Julia R. Foster	2.80	480.00	1,344.00
Susan D. Golden	7.40	1,475.00	10,915.00
David Hackel	3.80	735.00	2,793.00
Rob Jacobson	12.20	1,155.00	14,091.00
Mike James Koch	16.30	735.00	11,980.50
Sarah R. Margolis	15.60	995.00	15,522.00
Brian Nakhaimousa	3.10	995.00	3,084.50
Eric Nyberg	4.50	315.00	1,417.50
Isabella J. Paretti	4.00	735.00	2,940.00
Francis Petrie	4.30	1,295.00	5,568.50
Mason N. Zurek	0.20	995.00	199.00
TOTALS	98.50		\$ 84,295.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Francis Petrie	1.40	Review and revise K&E invoice re confidentiality and privilege.
02/06/23	Mike James Koch	0.10	Conference with R. Jacobson re parties in interest list re conflicts considerations.
02/06/23	Francis Petrie	1.20	Revise invoice for privilege and confidentiality (1.0); correspond with M. Reiney, K&E team re same (.2).
02/07/23	Mike James Koch	1.40	Review, revise parties in interest list updates (1.0); correspond with R. Jacobson, K&E team re same (.2); conference with M. Chan re same (.1); correspond with M. Chan, K&E team re same (.1).
02/10/23	Mike James Koch	1.50	Draft supplemental declaration re K&E retention (1.4); correspond with B. Nakhaimousa re same (.1).
02/11/23	Brian Nakhaimousa	0.30	Review, revise supplemental K&E retention declaration.
02/13/23	Marta Dudyan	4.00	Organize and prepare parties in interest list re potential client connections review.
02/14/23	Michael Y. Chan	0.50	Research creditor entities re potential client connections reports.
02/14/23	Mike James Koch	0.50	Review, revise parties in interest list re potential client connection considerations (.3); correspond with R. Jacobson, K&E team, Berkeley Research Group, Haynes and Boone re same (.1); correspond with M. Chan, K&E team re same (.1).
02/15/23	Mike James Koch	2.50	Review, revise parties in interest list re potential client connection considerations (1.3); research, analyze issues re same (.8); correspond with M. Chan, K&E team re same (.2); correspond with R. Jacobson, Haynes and Boone, Kroll and Cole Schotz re same (.2).
02/16/23	Michael Y. Chan	2.50	Draft potential client connection reports.
02/16/23	Marta Dudyan	1.50	Review, analyze potential client connection reports re supplemental disclosures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Mike James Koch	1.00	Review, analyze parties in interest list re potential client connection considerations (.8); draft same re same (.1); correspond with B. Nakhaimousa re same (.1).
02/16/23	Sarah R. Margolis	0.80	Draft notice of fee statement (.3); review precedent re same (.1); review invoices re same, confidentiality, privilege (.4).
02/16/23	Eric Nyberg	4.00	Draft potential client connection reports re supplemental disclosures (1.5); review, analyze reports re same (2.5).
02/17/23	Mike James Koch	0.50	Review, revise supplemental declaration re K&E retention (.4); correspond with B. Nakhaimousa re same (.1).
02/18/23	Mike James Koch	1.40	Review, revise declaration re K&E retention re potential client connection considerations (.9); review, analyze reports re same (.3); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
02/18/23	Brian Nakhaimousa	1.00	Review, analyze supplemental conflicts reports (.9); correspond with M. Koch, K&E team re same (.1).
02/19/23	Mike James Koch	0.30	Review, analyze reports re supplemental disclosure considerations (.2); correspond with B. Nakhaimousa, R. Jacobson re same (.1).
02/21/23	David Hackel	1.70	Review, revise K&E invoice re privilege and confidentiality (1.5); review, analyze correspondences re same (.2).
02/21/23	Mike James Koch	0.60	Conference with B. Nakhaimousa re supplemental disclosure, potential client connection considerations (.1); review, analyze reports re same (.4); correspond with B. Nakhaimousa re same (.1).
02/21/23	Sarah R. Margolis	1.30	Review, analyze K&E invoices re privilege and confidentiality (1.0); telephone conference with R. Jacobson re same, administration order (.1); correspond with F. Petrie, billing department re same (.1); correspond with I. Paretti, T. Eck, working group re same (.1).
02/21/23	Brian Nakhaimousa	0.50	Conference with R. Jacobson re supplemental declaration in support of retention (.2); conference with M. Koch re same (.2); review, revise same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Eric Nyberg	0.50	Draft potential client connection reports re supplemental disclosures.
02/21/23	Mason N. Zurek	0.20	Correspond with S. Margolis, K&E team re privilege and confidentiality (.1); review memorandum re same (.1).
02/22/23	Ziv Ben-Shahar	2.40	Review, revise K&E invoice re privilege and confidentiality.
02/22/23	Susan D. Golden	4.10	Review and revise December invoice re privilege and confidentiality (3.9); correspond with S. Margolis with additional comments to same (.2).
02/22/23	David Hackel	2.10	Review, revise K&E invoice re privilege and confidentiality (1.9); review, analyze correspondence re same (.2).
02/22/23	Rob Jacobson	1.80	Review, comment on supplemental declaration re K&E retention (.8); review, analyze potential client connection reports re same (.5); correspond with M. Koch, B. Nakhaimousa re same (.5).
02/22/23	Mike James Koch	0.50	Review, revise supplemental declaration re disclosure (.2); correspond with R. Jacobson, B. Nakhaimousa re same (.2); correspond with A. Beckett, K&E team re same (.1).
02/22/23	Sarah R. Margolis	1.60	Review, revise K&E invoices re privilege and confidentiality.
02/22/23	Brian Nakhaimousa	0.70	Correspond with M. Koch re supplemental declaration (.3); review, revise same (.4).
02/23/23	Ziv Ben-Shahar	0.80	Review, revise K&E invoice for privilege and confidentiality.
02/23/23	Ziv Ben-Shahar	3.20	Review, analyze K&E invoice re privilege and confidentiality (1.8); revise K&E invoice re same (1.4).
02/23/23	Trevor Eck	1.20	Review, analyze K&E invoice re privilege and confidentiality issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Rob Jacobson	4.10	Review, comment on supplemental declaration, related schedules (1.8); correspond with M. Koch re same (.3); correspond with Haynes and Boone, Cole Schotz re same (.3); review, analyze schedules re same (.6); correspond with S. Margolis, F. Petrie re timing for filing monthly fee application (.6); review, analyze administrative fee order re same (.4); correspond with Cole Schotz team re same (.1).
02/23/23	Mike James Koch	2.20	Correspond with R. Jacobson re supplemental declaration re disclosure, potential client connection considerations (.1); review memorandum re same (.2); correspond with F. Petrie, R. Jacobson re same (.1); correspond with S. Golden re same (.1); correspond with C. Husnick, A. Yenamandra, S. Golden re same (.1); review, analyze reports re same (1.3); correspond with R. Jacobson, K&E team re same (.2); correspond with Cole Schotz re filing re same (.1).
02/23/23	Sarah R. Margolis	4.90	Review, revise invoices re privilege and confidentiality (3.9); correspond with R. Jacobson re same (.6); correspond with J. Foster, F. Petrie re same (.2); telephone conference with R. Jacobson re same (.2).
02/23/23	Brian Nakhaimousa	0.20	Review supplemental K&E retention declaration (.1); correspond with M. Koch re same (.1).
02/23/23	Francis Petrie	0.80	Correspond with S. Margolis, K&E team re privilege concerns re December fee statement (.4); review reports re same (.4).
02/24/23	Ziv Ben-Shahar	2.50	Review, revise K&E invoice re privilege and confidentiality.
02/24/23	Trevor Eck	5.70	Review, analyze invoice re privilege, confidentiality issues (3.9); correspond and telephone conference with S. Margolis re same (.3); review, analyze precedent re same (1.5).
02/24/23	Rob Jacobson	2.10	Review, comment on monthly fee statement re privilege and confidentiality (1.6); correspond with F. Petrie, S. Margolis re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Mike James Koch	3.80	Review, revise K&E invoice re privilege and confidentiality (3.7); correspond with S. Margolis, K&E team re same (.1).
02/24/23	Sarah R. Margolis	0.80	Review, revise notice of monthly fee statement re privilege and confidentiality (.4); correspond with R. Jacobson re same (.1); telephone conferences with R. Jacobson re same (.3).
02/24/23	Isabella J. Parette	4.00	Review, revise K&E invoice for privilege and confidentiality (3.9); correspond with S. Margolis re same (.1).
02/25/23	Sarah R. Margolis	0.30	Review, revise K&E invoices re privilege and confidentiality.
02/26/23	Sarah R. Margolis	1.10	Correspond with R. Jacobson re K&E invoices re confidentiality and privilege (.1); review, revise K&E invoices re confidentiality and privilege (1.0).
02/27/23	Julia R. Foster	2.80	Review and revise first monthly fee statement re privilege and confidentiality (1.5); correspond with S. Margolis and R. Jacobson re same (.6); prepare first monthly fee statement for filing (.7).
02/27/23	Susan D. Golden	3.30	Review K&E invoice for privilege and confidentiality (3.2); correspond with S. Margolis re same (.1).
02/27/23	Rob Jacobson	4.20	Review, comment on re privilege and confidentiality issues re K&E monthly fee statement (2.6); correspond multiple times with S. Margolis re same (.8); review, analyze issues re same (.6); correspond with Cole Schotz team re filing of same (.2).
02/27/23	Sarah R. Margolis	3.90	Correspond with R. Jacobson, C. Okike re privilege and confidentiality re K&E invoice, (.3); review, revise K&E invoice re privilege and confidentiality (3.1); correspond with S. Golden re same (.1); correspond with J. Foster re same (.3); correspond with C. Schotz re filing of same (.1).
02/27/23	Francis Petrie	0.90	Review final fee statement re privilege and confidentiality (.7); correspond with R. Jacobson, K&E team re filing of same (.2).
02/28/23	Sarah R. Margolis	0.90	Review, revise K&E invoices re confidentiality and privilege.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Brian Nakhaimousa	0.40	Correspond with R. Jacobson, K&E team re U.S. Trustee questions re K&E retention.
Total		98.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077653
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 55,902.00

Total legal services rendered

\$ 55,902.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	11.90	735.00	8,746.50
Susan D. Golden	0.40	1,475.00	590.00
David Hackel	3.20	735.00	2,352.00
Rob Jacobson	8.50	1,155.00	9,817.50
Brian Nakhaimousa	16.10	995.00	16,019.50
Isabella J. Paretti	7.10	735.00	5,218.50
Francis Petrie	3.10	1,295.00	4,014.50
Jimmy Ryan	1.00	885.00	885.00
Mason N. Zurek	8.30	995.00	8,258.50
TOTALS	59.60		\$ 55,902.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Trevor Eck	0.60	Research precedent re Berkeley Research Group retention supplemental retention declaration.
02/01/23	David Hackel	0.80	Research re Berkeley Research Group retention (.5); correspond with B. Nakhaimousa re same (.3).
02/01/23	David Hackel	1.60	Review, analyze Kroll agent agreement (.7); research re same (.8); correspond with M. Reiney re same (.1).
02/01/23	Brian Nakhaimousa	1.40	Review precedent re Berkeley Research Group retention orders (.4); conference with Berkeley Research Group re same (.3); review U.S. Trustee comments re same (.4); correspond with T. Eck, Berkeley Research Group re same (.3).
02/02/23	Trevor Eck	3.20	Draft responses to U.S. Trustee re Berkeley Research Group retention comments (.9); review, revise same (.4); review, revise Berkeley Research Group supplemental declaration (1.9).
02/02/23	Susan D. Golden	0.40	Correspond with F. Petrie re U.S. Trustee comments to Berkeley Research Group retention application and resolution re same.
02/02/23	David Hackel	0.80	Research re Berkeley Research Group retention (.7); correspond with B. Nakhaimousa re same (.1).
02/02/23	Rob Jacobson	0.90	Review, analyze Moelis agreements re retention (.6); correspond with Moelis team, Cole Schotz team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Brian Nakhaimousa	5.80	Correspond with I. Paretti re Berkeley Research Group retention order (.1); conference with same re same (.3); review, analyze U.S. Trustee comments re Berkeley Research Group order (.4); correspond with S. Golden re U.S. Trustee comments re Berkeley Research Group retention (.2); review, analyze precedent re U.S. Trustee comments (1.1); conferences with Berkeley Research Group re U.S. Trustee comments (1.2); correspond with Berkeley Research Group re responses to U.S. Trustee (.6); correspond with R. Jacobson, F. Petrie re same (.3); conference with R. Jacobson re same (.3); review, revise Berkeley Research Group supplemental declaration (.8); correspond with T. Eck, R. Jacobson, Berkeley Research Group re same (.4); correspond with U.S. Trustee re Berkeley Research Group (.1).
02/02/23	Isabella J. Paretti	0.50	Review, revise Berkeley Research Group retention application (.2); conference with B. Nakhaimousa re same (.3).
02/02/23	Francis Petrie	0.80	Correspond with B. Nakhaimousa, K&E team re U.S. Trustee comments and questions with Berkeley Research Group and Moelis retentions (.3); revise correspondence to U.S. Trustee re same (.2); telephone conferences with Berkeley Research Group team re same (.3).
02/02/23	Mason N. Zurek	2.50	Review and revise responses to U.S. Trustee inquires and proposed order re Moelis retention (2.1); correspond with R. Jacobson re same (.4).
02/03/23	Rob Jacobson	0.50	Review, analyze issues re Berkeley Research Group retention application (.3); correspond with Berkeley Research Group, B. Nakhaimousa re responses, extension re same (.2).
02/03/23	Brian Nakhaimousa	1.20	Review, revise Berkeley Research Group retention order (.9); correspond with I. Paretti, R. Jacobson, Berkeley Research Group re same (.3).
02/03/23	Isabella J. Paretti	2.70	Review, revise Berkeley Research Group retention (2.3); correspond with B. Nakhaimousa re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re Moelis, Berkeley Research Group retention open issues per U.S. Trustee comments (.3); telephone conference with B. Nakhaimousa re same (.3).
02/03/23	Mason N. Zurek	0.50	Correspond with R. Jacobson, Moelis re Moelis retention (.3); review proposed order re same (.2).
02/04/23	Brian Nakhaimousa	0.90	Review, revise Deloitte retention application.
02/04/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, Moelis team re Moelis retention.
02/06/23	Trevor Eck	0.60	Review, revise Deloitte retention application.
02/06/23	Rob Jacobson	1.70	Correspond with B. Nakhaimousa, K&E team re Berkeley Research Group retention application, order (.5); telephone conference with B. Nakhaimousa, Berkeley Research Group team re same (.5); prepare for same (.2); telephone conference with Cole Schotz, Berkeley Research Group team re same (.5).
02/06/23	Rob Jacobson	2.10	Correspond with Moelis team, U.S. Trustee, UCC re Moelis retention (.9); review, analyze retention order, U.S. Trustee responses re same (.7); analyze issues re same (.5).
02/06/23	Brian Nakhaimousa	2.20	Conference with R. Jacobson, Berkeley Research Group re U.S. Trustee responses (.5); conference with Berkeley Research Group, Cole Schotz, R. Jacobson re same (.5); review, revise Berkeley Research Group retention order re same (.3); correspond with I. Paretti re same (.2); correspond with Berkeley Research Group, U.S. Trustee, Cole Schotz re same (.5); conference with R. Jacobson re same (.2).
02/06/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, Moelis re Moelis retention.
02/07/23	Trevor Eck	1.00	Review, revise Deloitte retention application.
02/07/23	Rob Jacobson	0.80	Review, analyze U.S. Trustee responses to Moelis retention (.4); correspond with U.S. Trustee, Moelis re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Brian Nakhaimousa	2.60	Correspond with R. Jacobson, Cole Schotz, Berkeley Research Group, U.S. Trustee re Berkeley Research Group retention application, outstanding issues (.3); conference with U.S. Trustee, Cole Schotz, Berkeley Research Group re same (.5); review, revise Berkeley Research Group retention order re same (.6); correspond with I. Paretti, K&E team, Cole Schotz, Berkeley Research Group, U.S. Trustee re same (.4); review, revise Renzi declaration (.2); correspond with I. Paretti, K&E team, Berkeley Research Group, U.S. Trustee, Cole Schotz re same (.3); conferences with Berkely Research Group re same (.3).
02/07/23	Isabella J. Paretti	2.30	Conference with B. Nakhaimousa re U.S. Trustee comments to Berkeley Research Group retention (.6); review, revise order, supplemental declaration re same (1.3); correspond with B. Nakhaimousa re same (.2); correspond with R. Jacobson re same (.2).
02/07/23	Francis Petrie	0.60	Telephone conference with U.S. Trustee team re Berkeley Research Group retention (.4); correspond with B. Nakhaimousa, K&E team re finalizing same (.2).
02/07/23	Mason N. Zurek	0.50	Correspond with R. Jacobson, Moelis team re Moelis retention (.2); review and revise order re same (.3).
02/08/23	Trevor Eck	2.10	Research precedent re Deloitte retention application (.8); review, revise Deloitte retention application re same (1.3).
02/08/23	Rob Jacobson	1.60	Review, analyze U.S. Trustee issues with Berkeley Research Group declaration (.2); correspond with B. Nakhaimousa, F. Petrie re same (.3); review, analyze Berkeley Research Group proposed order, declaration (1.1).
02/08/23	Brian Nakhaimousa	1.10	Correspond with Berkeley Research Group, Cole Schotz, U.S. Trustee, R. Jacobson, K&E team re Berkeley Research Group retention (.3); conferences with I. Paretti, K&E team re same (.2); review, revise Berkeley Research Group retention order, supplemental declaration (.5); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/08/23	Isabella J. Paretti	1.60	Review, revise order re Berkeley Research Group retention (1.4); conference with B. Nakhaimousa re same (.2).
02/08/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, U.S. Trustee re Moelis retention.
02/09/23	Trevor Eck	2.60	Review, revise Deloitte retention application (1.8); review, analyze precedent re same (.8).
02/09/23	Brian Nakhaimousa	0.30	Correspond with Berkeley Research Group, R. Hollander, Cole Schotz team re filing versions re supplemental declaration and retention order.
02/09/23	Mason N. Zurek	1.20	Review and analyze U.S. Trustee comments to Moelis retention order, inquiries re same (.8); correspond with R. Jacobson, J. Weiss, K&E team and Moelis re same (.4).
02/10/23	Francis Petrie	0.70	Review correspondence re Moelis retention application (.2); correspond with M. Zurek, K&E team re Moelis retention application (.5).
02/10/23	Mason N. Zurek	1.30	Telephone conference with J. Weiss re Moelis retention (.2); telephone conference with Cole Schotz re same (.1); correspond with Cole Schotz, F. Petrie, K&E team re same (1.0).
02/12/23	Mason N. Zurek	0.10	Correspond with J. Weiss, K&E team re Moelis retention.
02/13/23	Francis Petrie	0.40	Correspond with M. Zurek, K&E team re Moelis retention.
02/13/23	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa, K&E team, and Deloitte team re Deloitte retention application.
02/13/23	Mason N. Zurek	0.20	Correspond with J. Weiss, Cole Schotz re Moelis retention.
02/14/23	Mason N. Zurek	0.10	Correspond with J. Weiss re Moelis retention.
02/15/23	Mason N. Zurek	1.40	Correspond with J. Weiss, F. Petrie, K&E team and Cole Schotz re Moelis retention (.7); prepare filing versions of order and declaration re same (.7).
02/16/23	Trevor Eck	0.40	Review, revise Deloitte retention application.
02/16/23	Jimmy Ryan	0.80	Review, revise Deloitte retention application.
02/17/23	Trevor Eck	1.40	Review, revise Deloitte retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Brian Nakhaimousa	0.60	Review, revise Deloitte retention application (.5); correspond with T. Eck, J. Ryan re same (.1).
02/27/23	Rob Jacobson	0.90	Review, comment on case timeline for Kroll re estimated fees (.8); correspond with Haynes and Boone re same (.1).
Total		59.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077655
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 12,184.00

Total legal services rendered

\$ 12,184.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	4.10	1,455.00	5,965.50
Katherine Karnosh	5.00	935.00	4,675.00
Isabella J. Paretti	2.10	735.00	1,543.50
TOTALS	11.20		\$ 12,184.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Steven M. Cantor	0.20	Review asset purchase agreement re tax considerations.
02/03/23	Steven M. Cantor	1.20	Conference with Deloitte re tax considerations (.4); conference with UCC re same (.3); revise asset purchase agreements re same (.5).
02/03/23	Katherine Karnosh	0.50	Telephone conference with A. Sexton, K&E team re 1099 assessment update (.2); conference with A. Sexton, K&E team reminding compliance update (.2); conference with A. Sexton, K&E team re 2021 and 2022 tax position and tax basis balance sheet timing (.1).
02/03/23	Katherine Karnosh	0.20	Telephone conference with N. Bouchard, K&E team re tax update, tax diligence requests, possible exit structures.
02/04/23	Steven M. Cantor	0.50	Revise asset purchase agreement re tax considerations.
02/06/23	Steven M. Cantor	1.50	Revise asset purchase agreement re tax considerations.
02/07/23	Steven M. Cantor	0.40	Revise asset purchase agreement re tax considerations.
02/15/23	Steven M. Cantor	0.30	Review 1099 disclosure to customers.
02/15/23	Isabella J. Paretti	2.10	Review, revise communications re tax considerations (1.8); correspond with F. Petrie, C Street re same (.3).
02/17/23	Katherine Karnosh	4.30	Review asset purchase agreement re platform sale (.5); revise same (3.8).
Total		11.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077656
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 9,303.50

Total legal services rendered

\$ 9,303.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael B. Slade	3.10	1,855.00	5,750.50
Steve Toth	2.20	1,615.00	3,553.00
TOTALS	5.30		\$ 9,303.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Michael B. Slade	0.80	Travel from Chicago, IL to New York, NY re witness preparation (billed at half time).
02/24/23	Michael B. Slade	2.30	Travel from New York, NY to Chicago, IL re witness preparation (billed at half time).
02/28/23	Steve Toth	2.20	Travel from Chicago, IL to New York, NY re mining assets auction (billed at half time).
Total		5.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077658
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 13,124.50

Total legal services rendered

\$ 13,124.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	6.90	1,155.00	7,969.50
Sarah R. Margolis	4.40	995.00	4,378.00
Francis Petrie	0.60	1,295.00	777.00
TOTALS	11.90		\$ 13,124.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Francis Petrie	0.60	Telephone conference with U.S. Trustee team re consumer privacy ombudsman appointment timing (.2); review materials in preparation for same (.4).
02/22/23	Rob Jacobson	1.20	Review, comment on draft response to U.S. Trustee re monthly operating report matters (.8); correspond with Berkeley Research Group team re same (.2); correspond with F. Petrie, Cole Schotz, Haynes Boone team re same (.2).
02/23/23	Rob Jacobson	4.30	Review, comment on monthly operating reports (3.9); correspond with Berkeley Research Group team re same (.4).
02/27/23	Sarah R. Margolis	0.40	Review, analyze monthly operating reports re U.S. Trustee comments.
02/28/23	Rob Jacobson	1.40	Telephone conference with S. Margolis re monthly operating report matters (.9); review, analyze same (.3); correspond with Berkeley Research Group team re same (.2).
02/28/23	Sarah R. Margolis	4.00	Telephone conferences with R. Jacobson re monthly operating reports, amendment (1.1); teams conference with M. Shankweiler re monthly operating reports, amendment (.7); review, analyze monthly operating reports, instructions, precedent (2.0); review correspondence from U.S. Trustee re same (.2).
Total		11.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077660
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 331,153.50

Total legal services rendered

\$ 331,153.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	44.60	1,605.00	71,583.00
Joey Daniel Baruh	7.20	985.00	7,092.00
Megan Bowsher	1.10	395.00	434.50
Megan Buenviaje	30.80	475.00	14,630.00
Christopher Costello	2.10	1,195.00	2,509.50
Esther Estella Garcia	94.60	645.00	61,017.00
Ricardo Guzman	34.70	475.00	16,482.50
David Hackel	3.10	735.00	2,278.50
Jennifer Mancini	9.10	715.00	6,506.50
Dana R. Bucy Miller	10.90	645.00	7,030.50
Christine A. Okike, P.C.	2.00	1,850.00	3,700.00
Alex D. Pappas	22.00	985.00	21,670.00
Chloe Reum	4.00	715.00	2,860.00
Laura K. Riff	75.30	1,405.00	105,796.50
Bryant Roby Jr.	4.10	985.00	4,038.50
Michael B. Slade	1.90	1,855.00	3,524.50
TOTALS	347.50		\$ 331,153.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Bob Allen, P.C.	0.20	Conference with L. Riff re document productions.
02/01/23	Bob Allen, P.C.	0.60	Conference with Company re stay, regulatory issues (.4); correspondence with Company re same (.2).
02/01/23	Joey Daniel Baruh	1.00	Review documents for production to regulators re responsiveness.
02/01/23	Esther Estella Garcia	7.80	Review, analyze documents for production to regulators re confidentiality issues (3.9); summarize documents re same (3.3); telephone conference with L. Riff, K&E team re same (.6).
02/01/23	Ricardo Guzman	1.50	Analyze documents for production, quality control process and reporting (.5); coordinate with Deloitte re production updates (.5); correspond with L. Riff re project updates (.5).
02/01/23	Jennifer Mancini	4.60	Review documents re production to regulators (3.9); code documents re same (.7).
02/01/23	Dana R. Bucy Miller	5.00	Review and analyze documents for production to regulators for confidentiality (3.9); telephone conference with L. Riff, K&E team re document review workflow (.5); correspond with L. Riff and K&E team re document review confidentiality workflow (.6).
02/01/23	Dana R. Bucy Miller	0.50	Review and analyze documents for production to regulators re confidentiality.
02/01/23	Laura K. Riff	1.20	Review documents re production to regulators (.7); manage collection re same (.5).
02/01/23	Bryant Roby Jr.	3.50	Review and analyze documents for production to regulators.
02/01/23	Michael B. Slade	0.20	Correspond with L. Riff re protective order.
02/02/23	Bob Allen, P.C.	0.80	Review motion to stay (.5); telephone conference with L. Riff re same (.3).
02/02/23	Joey Daniel Baruh	0.10	Correspond with L. Riff regarding document review regulatory litigation.
02/02/23	Esther Estella Garcia	7.20	Review, analyze documents for production to regulators re case team review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Ricardo Guzman	2.20	Analyze documents for production, quality control process and reporting (1.4); coordinate with Deloitte re production updates (.5); correspond with L. Riff re project updates (.3).
02/02/23	Chloe Reum	4.00	Review documents in Relativity re regulatory matters (3.2); correspond with L. Riff re summary re same (.8).
02/02/23	Laura K. Riff	2.80	Review documents for production to regulators (1.5); review production of external communications re production to regulators (1.3).
02/02/23	Laura K. Riff	2.90	Telephone conference with M. Slade and B. Allen re review of documents, regulatory considerations (.3); telephone conference with B. Allen re same (.2); telephone conference with Company and M. Slade re responses to Committee diligence requests (.5); manage review of documents re same (.4); review and analyze documents re same (1.5).
02/02/23	Bryant Roby Jr.	0.60	Review and analyze documents re production to regulators.
02/02/23	Michael B. Slade	0.50	Review, analyze protective order.
02/03/23	Bob Allen, P.C.	3.30	Telephone conference with SEC re SEC inquiries (.3); telephone conference with Company, L. Riff re same (.5); draft response to SEC inquiries (.7); correspond with Sullivan and Cromwell re same (.2); review production letters and production of documents (1.1); review, analyze Vermont regulatory requests (.5).
02/03/23	Christopher Costello	0.50	Analyze production requests by regulators and documents re responsiveness (.3); correspond with L. Riff re same (.2).
02/03/23	Esther Estella Garcia	10.50	Review, analyze, documents re case team review.
02/03/23	Ricardo Guzman	1.20	Analyze documents for production to regulators for attorney review, workflow updates and reporting (.6); coordinate with Deloitte re document collection process (.2); correspond with L. Riff re project planning (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/23	Dana R. Bucy Miller	0.20	Review and analyze documents for production to regulators re confidentiality (.1); correspond with L. Riff and K&E team re same (.1).
02/03/23	Alex D. Pappas	0.20	Conference with SEC re SEC inquiries.
02/03/23	Alex D. Pappas	1.10	Review, analyze summary re Company internal documents re responsiveness to regulators requests (.5); draft, revise summary re same (.4); correspond with L. Riff re same (.2).
02/03/23	Laura K. Riff	3.90	Review and revise protocol for review of documents (1.3); manage selection of contract reviewers and engagement of vendor for same (1.7); attend teleconference with B. Allen and SEC re SEC inquiries (.4); prepare for telephone conference with B. Allen and Company re same (.1); attend same (.4).
02/05/23	Bob Allen, P.C.	0.20	Conference with M Slade re creditor committee requests.
02/05/23	Joey Daniel Baruh	1.20	Review documents for responsiveness.
02/06/23	Joey Daniel Baruh	0.70	Review documents for responsiveness.
02/06/23	Megan Bowsher	0.40	Review productions to SEC and DOJ (.2); revise production tracker re same (.2).
02/06/23	Christopher Costello	0.30	Correspond with E. Garcia re analysis and review of document confidentiality provisions.
02/06/23	Esther Estella Garcia	8.90	Review, analyze documents for case team review.
02/06/23	Ricardo Guzman	0.50	Review, analyze document selection re attorney review and reporting (.3) correspond with L. Riff, K&E team re project updates (.2).
02/06/23	Jennifer Mancini	3.00	Review documents re production.
02/06/23	Dana R. Bucy Miller	0.40	Coordinate workflow re confidentiality review of documents (.2); correspond with L. Riff, K&E team re same (.2).
02/06/23	Christine A. Okike, P.C.	0.40	Review FTC tolling agreement.
02/06/23	Alex D. Pappas	3.90	Research CEA and sale requirements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Bob Allen, P.C.	1.10	Prepare re conference with Company re regulatory updates (.2); conference with Company re regulatory considerations and related updates (.4); analyze SEC requests and document productions (.5).
02/07/23	Joey Daniel Baruh	1.30	Review documents re regulatory matters re responsiveness.
02/07/23	Megan Bowsher	0.40	Review productions to CFTC and UCC (.2); revise production tracker re same (.2).
02/07/23	Megan Buenviaje	1.10	Telephone conference with L. Riff, Deloitte re regulator document production (.5); analyze review assignments, workflow and status reports re same (.3); revise reports re same (.3).
02/07/23	Christopher Costello	0.20	Correspond with D. Miller re analysis of confidentiality obligations.
02/07/23	Esther Estella Garcia	6.60	Review, analyze BlockFi documents for case team review (3.9); summarize documents re same (2.7).
02/07/23	Ricardo Guzman	1.20	Review, analyze document selection re attorney review and reporting (.8); correspond with Deloitte re workspace updates (.2); correspond with L. Riff re project updates and planning (.2).
02/07/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, L. Riff, K&E team re regulatory document collection updates and planning.
02/07/23	Dana R. Bucy Miller	0.40	Review and analyze documents re confidentiality (.2); correspond with L. Riff and C. Costello re same (.2).
02/07/23	Alex D. Pappas	0.30	Research requirements under the CEA.
02/07/23	Laura K. Riff	4.60	Prepare for conference with Deloitte re production of documents to regulators (.2); conference with Deloitte re same (.3); draft review protocol for contract attorneys at LegalPeople (1.5); correspond with contract attorney reviewers re review of documents for regulators (1.0); conference with B. Allen and Company re status of productions to regulators (.3); prepare for same (.2); review of documents re same (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/08/23	Bob Allen, P.C.	1.10	Analyze Seattle seizure warrant (.2); conference with M. Slade re same (.2); analyze North Dakota correspondence (.2); conference with R. Kirschner, K&E team re same (.5).
02/08/23	Bob Allen, P.C.	0.20	Conference with C. Okike, K&E team re regulatory update.
02/08/23	Joey Daniel Baruh	2.90	Review documents re regulatory matters re responsiveness.
02/08/23	Megan Buenviaje	2.60	Prepare for telephone conference with R. Guzman and L. Riff re managed review workflow (.2); telephone conference with R. Guzman, L. Riff re same (.4); analyze review assignments, workflow and status reports (.3); update documentation re same (.5); conference with Deloitte re Slack processing (.4); update review workflow settings for managed review team (.4); update documentation re same (.2); correspond with Deloitte re social media captures (.2).
02/08/23	Christopher Costello	0.70	Review and analyze confidentiality provisions regarding production to third parties (.4); correspond with E. Garcia re same (.3).
02/08/23	Esther Estella Garcia	3.50	Review, analyze, documents for case team review.
02/08/23	Ricardo Guzman	0.50	Analyze workflow updates and reporting (.3); correspond with L. Riff and Deloitte re project updates (.2).
02/08/23	Ricardo Guzman	0.30	Telephone conference with L. Riff and M. Buenviaje re project updates and planning.
02/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with Paul Hastings re regulatory issues.
02/08/23	Alex D. Pappas	0.30	Research requirements re Exchange Act.
02/08/23	Laura K. Riff	2.70	Prepare for conference re document review preparation for regulators (.3); conference with M. Buenviaje, K&E team re same (.5); prepare for conference with Company and B. Allen re same (.2); conference with Company, B. Allen re same (.3); analyze review and production of documents re same (1.4).
02/08/23	Michael B. Slade	0.70	Telephone conference with Moelis re regulatory matters (.4); telephone conference with B. Allen re Seattle seizure warrant (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Megan Buenviaje	1.40	Analyze review assignments, workflow and status reports (.9); update documentation re same (.5).
02/09/23	Christopher Costello	0.40	Correspond with L. Riff re analysis of confidentiality provisions and preparation of documents for production.
02/09/23	Ricardo Guzman	1.80	Analyze documents re document review workflow updates, production and quality control process (1.0); correspond with Deloitte, L. Riff, K&E team re production inquires (.4); correspond with L. Riff re project updates and production planning (.4).
02/09/23	Alex D. Pappas	0.30	Draft correspondence re jurisdictional matters.
02/09/23	Laura K. Riff	2.80	Prepare protocol for contract attorney reviewers for document review in preparation for production to Commodities Futures Trading Commission (1.0); prepare for conference with contract reviewer team re same (.2); review and analyze documents re same (.4); prepare for conference with Company re same (.2); review and revise document tracker re same (1.0).
02/09/23	Laura K. Riff	1.70	Conference with Company re document response to creditors committee diligence requests (.3); prepare for same (.2); review and revise document tracker re same (1.2).
02/10/23	Megan Buenviaje	2.10	Analyze review assignments, workflow and status reports (1.7); revise documentation re same (.4).
02/10/23	Esther Estella Garcia	8.80	Review, analyze, documents re case team review (3.9); further review, analyze same re same (3.9); further review, analyze same re same (1.0).
02/10/23	Ricardo Guzman	1.80	Analyze documents re selection for production, quality control process and reporting (1.2); correspond with Deloitte re production process (.3); correspond with L. Riff re same (.3).
02/10/23	Dana R. Bucy Miller	0.20	Review and analyze initial analytics reports.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/23	Laura K. Riff	3.20	Prepare for conference with Company re response to diligence requests from creditors committee and preparation for meetings re same (.2); conference with Company re same (.3); manage review and production of documents for same (2.7).
02/11/23	Esther Estella Garcia	3.70	Review, analyze, regulatory documents re case team review.
02/11/23	Dana R. Bucy Miller	0.30	Review and analyze initial analytics results (.2); correspond with Deloitte re review logistics (.1).
02/12/23	Esther Estella Garcia	2.30	Review, analyze, regulatory documents re case team review.
02/12/23	Ricardo Guzman	1.00	Correspond with L. Riff and Deloitte re workflow inquires, production updates and quality control process.
02/12/23	Dana R. Bucy Miller	1.80	Review and analyze Company diligence re production (1.6); correspond with L. Riff re same (.2).
02/13/23	Bob Allen, P.C.	2.30	Analyze state regulatory requests (.6); conference with L. Riff re Commodities Futures Trading Commission requests (.1); analyze same (.3); analyze state regulatory subpoena (.5); conference with Company re same (.8).
02/13/23	Bob Allen, P.C.	0.50	Review Emergent filing.
02/13/23	Megan Buenviaje	2.40	Analyze review assignments, workflow and status reports (2.0); update documentation re same (.4).
02/13/23	Ricardo Guzman	0.50	Correspond with L. Riff, K&E team re workflow updates and project planning.
02/13/23	David Hackel	3.10	Research re SEC settlement (2.7); draft, revise correspondence to F. Petrie re same (.4).
02/13/23	Alex D. Pappas	1.10	Review and analyze Company documents.
02/13/23	Alex D. Pappas	0.20	Analyze correspondence with B. Allen and L. Riff re legal strategy and document review re regulatory matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Laura K. Riff	3.20	Telephone conference with B. Allen and Company re subpoena from state Securities Commission (.9); review and analyze subpoena from state Securities Commission in preparation for same (.4); correspond with A. Pappas, K&E team re review and analysis of documents responsive to regulator requests (.9); manage review and production of same (1.0).
02/14/23	Bob Allen, P.C.	2.50	Conference with Haynes and Boone re state request (.2); conference with A. Pappas re review and research (.3); review Commodities Future Trading Commission purchase and sale research (.3); conference with Company re regulatory updates (.4); correspond with state regulators re inquiries (.2); analyze Sullivan and Cromwell documents related SEC strategy (1.1).
02/14/23	Megan Buenviaje	2.60	Telephone conference with vendor re document process updates (.5); analyze review assignments, workflow and status reports (1.4); prepare targeted searches for attorney review (.7).
02/14/23	Esther Estella Garcia	5.60	Prepare production logic (3.9); execute and validate same (.9); correspond with L. Riff re same (.3); telephone conference with L. Riff re document processing review updates (.5).
02/14/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, L. Riff, K&E team re project updates and planning.
02/14/23	Ricardo Guzman	1.20	Analyze documents re selection for attorney review, workflow updates and reporting (.8); correspond with Deloitte re collection updates (.2); correspond with L. Riff and M, Buenviaje re project updates (.2).
02/14/23	Alex D. Pappas	0.50	Telephone conference with B. Allen re document review and jurisdictional research.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Laura K. Riff	4.00	Prepare for conference with Deloitte re status of document processing, review and productions (.2); conference with same re same (.3); prepare for telephone conference with Company and B. Allen re status of regulatory responses (.1); conference with same re same (.4); review and analyze status of document requests and responses re regulatory matters (1.8); review and analyze documents re r same (1.2).
02/14/23	Laura K. Riff	0.70	Review and revise draft preservation letter to FTX.
02/14/23	Michael B. Slade	0.30	Correspond with B. Allen re Washington case.
02/15/23	Bob Allen, P.C.	1.90	Conference with L. Riff re regulatory productions (.4); prepare for conference with state regulators re inquiries (.3); conference with state securities regulators re inquiries (.2); correspond with Company re same (.3); correspond with state regulator re inquiries (.1); review draft talking points re SEC presentation (.3); conference with L. Riff, K&E team re same (.3).
02/15/23	Megan Buenviaje	1.40	Telephone conference with L. Riff, K&E team re second level review and production workflow (.4); analyze review assignments, workflow and status reports (.8); update documentation re same (.2).
02/15/23	Esther Estella Garcia	7.30	Prepare Company documents for production (3.1); complete production quality control (3.9); correspond with L. Riff re same (.3).
02/15/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff re document review analysis and productions.
02/15/23	Alex D. Pappas	0.20	Conference with state regulators re inquiries (.1); correspond with state regulators re same (.1).
02/15/23	Laura K. Riff	1.80	Prepare for telephone conference with B. Allen and Company re regulatory responses (.2); conference with B. Allen and Company re same (.3); review and analyze new subpoenas from regulators (.5); analyze productions of documents re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Bob Allen, P.C.	3.50	Review documents related to regulatory inquiries (3.0); analyze document review (.3); analyze confidentiality issues (.2).
02/16/23	Esther Estella Garcia	5.50	Prepare documents for production (2.1); complete production quality control re same (3.0); correspond with L. Riff re same (.4).
02/16/23	Ricardo Guzman	1.00	Analyze documents re production document inquires and reporting (.5); correspond with Deloitte re workspace updates (.2); correspond with L. Riff re project planning (.3).
02/16/23	Alex D. Pappas	1.20	Review and analyze Company documents re regulatory issues.
02/16/23	Laura K. Riff	4.70	Manage review and production of documents re regulatory requests (2.8); correspond with R. Guzman, K&E team re same (.6); review and analyze documents re same (1.3).
02/17/23	Bob Allen, P.C.	3.50	Prepare for conference re state subpoena and stipulation (.1) conference with Company, Covington, C. Okike, K&E team re same (.5); review related materials (.4); review documents in connection with preparation of SEC presentation (1.9); analyze document productions and related workflows re same (.3); analyze NDA and related correspondence (.3).
02/17/23	Esther Estella Garcia	4.40	Review, analyze document production (2.9); complete production quality control re same (1.0) telephone conference with L. Riff re same (.5).
02/17/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff and K&E team re review of documents for production (.2); correspond with Deloitte re same (.2).
02/17/23	Christine A. Okike, P.C.	1.00	Review state subpoena (.5); telephone conference with Company and B. Allen, K&E team re same (.5).
02/17/23	Laura K. Riff	5.50	Review and analyze new subpoenas from regulators (.7); correspond with C. Okike, K&E team and Company re same (.9); manage review of documents in response to regulator requests (3.9).
02/17/23	Laura K. Riff	0.50	Telephone conference with D. Miller, K&E team re analysis of documents for production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Michael B. Slade	0.20	Telephone conference with B. Allen, K&E team re state subpoena.
02/18/23	Bob Allen, P.C.	2.30	Draft SEC talking points (1.9); review underlying documents re same (.4).
02/18/23	Megan Buenviaje	0.90	Analyze diligence format (.3); correspond with Deloitte re same (.2); prepare diligence summary re attorney review (.4).
02/18/23	Laura K. Riff	1.80	Prepare production for Commodity Futures Trading Commission and correspond with B. Allen, K&E team and Deloitte re same.
02/19/23	Bob Allen, P.C.	2.30	Draft talking points for SEC inquiries (1.0); research legal matters re same (1.3).
02/19/23	Ricardo Guzman	1.00	Review, analyze document selection re production and quality control process (.8); correspond with Deloitte, L. Riff, K&E team re production process (.2).
02/19/23	Laura K. Riff	1.00	Review and analyze documents re production to Commodity Futures Trading Commission (.5); conference with Deloitte and R. Guzman, K&E team re same (.5).
02/20/23	Bob Allen, P.C.	1.50	Revise SEC talking points.
02/20/23	Megan Buenviaje	1.20	Analyze review assignments, workflow and status reports re document production (.9); update documentation re same (.3).
02/20/23	Ricardo Guzman	2.00	Review, analyze document selection reproduction, quality control process and reporting (1.8); correspond with Deloitte and L. Riff re project updates (.2).
02/20/23	Laura K. Riff	4.40	Review and analyze documents for production to regulators (2.1); correspond with R. Guzman, K&E team re preparing productions for same (.8); manage review and analysis for same (1.5).
02/21/23	Bob Allen, P.C.	4.60	Conference with D. Wise re Aurora DRA (.3); conference with state regulator re same (.3); revise talking points re same (3.5); review correspondence with Sullivan and Cromwell re same (.2); review documents re 40 Act analysis (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Megan Buenviaje	1.80	Telephone conference with L. Riff, K&E team re review and production workflows (.5); draft summary re same (.1); telephone conference with L. Riff, K&E team, Deloitte re same (.5); draft summary re same (.1); analyze review assignments, workflow and status reports (.3); draft targeted searches re attorney review (.3).
02/21/23	Esther Estella Garcia	1.00	Review, revise Company documents re production (.3); review, analyze diligence re same (.2); telephone conference with L. Riff, K&E team re same (.5).
02/21/23	Ricardo Guzman	1.50	Review, analyze document selection re production, workflow updates, and reporting (1.2); correspond with Deloitte re production process (.2); correspond with L. Riff re project planning (.1).
02/21/23	Ricardo Guzman	1.30	Telephone conferences with L. Riff, K&E and Deloitte re project updates and planning.
02/21/23	Dana R. Bucy Miller	0.70	Telephone conferences with L. Riff, K&E team and Deloitte re document review workflows and productions.
02/21/23	Laura K. Riff	3.50	Prepare for conference with D. Miller, K&E team re status of productions and reviews (.1); conference with same re same (.4); prepare for telephone conference with Deloitte, R. Guzman, K&E team re same (.2); conference with Deloitte, R. Guzman, K&E team re same (.3); prepare for telephone conference with Company, B. Allen re regulatory responses (.2); conference with Company, B. Allen re same (.3); correspond with B. Allen, K&E team re documents for SEC related to Yield (.5); correspond with D. Miller, K&E team re production reviews (.7); review and revise letter to FTX re preserving Slack documents (.8).
02/22/23	Bob Allen, P.C.	1.30	Conference with Company re regulator productions (.6); revise talking points re SEC inquiries (.7).
02/22/23	Megan Buenviaje	3.10	Review, analyze document review protocol (1.0); update review workflow settings re same (.6); analyze review assignments, workflow and status reports re document review (.7); draft summary re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Esther Estella Garcia	2.50	Review, analyze Company documents re production (.9); quality control re same (.6); telephone conference with L. Riff re same (1.0).
02/22/23	Ricardo Guzman	1.00	Telephone conferences with Legal People, Deloitte, L. Riff, K&E team re document collection process and review updates.
02/22/23	Ricardo Guzman	1.70	Review, analyze documents re production, quality control process and workflow updates (1.4); correspond with Deloitte re production process (.1); correspond with L. Riff re project planning (.2).
02/22/23	Alex D. Pappas	4.90	Review documents re regulatory considerations (3.9); analyze same (.8); correspond with L. Riff re same (.2).
02/22/23	Laura K. Riff	2.80	Telephone conference with A. Pappas, K&E team re Slack transcript review (.5); prepare for telephone conference with Company, B. Allen re regulatory responses (.2); conference with Company, B. Allen re same (.3); revise letter to FTX re Slack preservation (.3); manage production of documents to regulators (1.5).
02/22/23	Laura K. Riff	1.80	Draft protocol for LegalPeople reviewers re bankruptcy-related document review (.8); train LegalPeople document reviewers re same (1.0).
02/23/23	Bob Allen, P.C.	4.90	Conduct legal research re SEC inquiries (2.4); revise draft talking points re regulatory matters (1.9); conference with J. Norman re 40 Act analysis (.1); review and revise Commodity Futures Trading Commission production letter (.2); correspond with state regulator re document requests (.3).
02/23/23	Megan Buenviaje	1.20	Correspond with L. Riff, K&E team re document review coordination (.1); correspond with Deloitte re Slack attachments (.3); correspond with L. Riff re same (.4); correspond with L. Riff re Auros production (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Esther Estella Garcia	2.20	Review, analyze Company documents re production (1.0); correspond with L. Riff re same (.2); telephone conference with L. Riff re same (.5); review, analyze documents re privilege (.5).
02/23/23	Ricardo Guzman	1.00	Telephone conferences with L. Riff and K&E team re document review project updates and planning.
02/23/23	Ricardo Guzman	2.40	Perform analysis re document selection for production, quality control process and workflow updates (1.5); coordinate with Deloitte re document collection updates and production process (.5); coordinate with L. Riff re search inquires and project updates (.4).
02/23/23	Jennifer Mancini	1.50	Review and code documents re subpoena.
02/23/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff re privilege review of mobile data.
02/23/23	Alex D. Pappas	0.30	Correspond with L. Riff re review of key documents for production.
02/23/23	Alex D. Pappas	0.20	Review and analyze key document batches.
02/23/23	Laura K. Riff	3.50	Prepare for telephone conferences with D. Miller, K&E team re privilege review and quality check for productions to regulators (.3); conference with D. Miller, K&E team re same (.7); manage productions to Commodity Futures Trading Commission and other regulators (2.5).
02/24/23	Bob Allen, P.C.	2.60	Conference with A. Pappas re legal research (.3); correspond with L. Riff re productions and related matters (.3); prepare SEC presentation (.2); prepare for conference with state regulators re analysis of subpoena (.1); correspond with Haynes and Boone re same (.1); conference with California regulator re subpoena (.3); correspond with Company, Haynes and Boone and Covington re same (.3); correspond with state regulator re production of materials (.4); analyze subpoena responses (.2); conference with B. Kelly and L. Riff re same (.4).
02/24/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production (1.2); review and analyze documents re privilege (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Ricardo Guzman	3.30	Review, analyze document selection re production, quality control process, workflow updates and reporting (2.9); correspond with Deloitte re document collection updates (.2); correspond with L. Riff re same (.2).
02/24/23	Ricardo Guzman	0.20	Telephone conference with E. Garcia re document review workflow planning.
02/24/23	Alex D. Pappas	0.30	Telephone conference with B. Allen re legal research analysis.
02/24/23	Alex D. Pappas	1.00	Review key documents.
02/24/23	Laura K. Riff	4.50	Telephone conference with B. Allen and California Department of Financial Protection and Innovation re requests for documents (.5); prepare for telephone conference with B. Allen and B. Kelly re same (.2); conference with B. Allen and B. Kelly re same (.3); review and analyze materials re same (.3); manage productions of documents to Vermont, California, Commodity Futures Trading Commission and other regulators (2.8); draft cover letter to Commodity Futures Trading Commission re response to subpoena (.4).
02/25/23	Esther Estella Garcia	0.30	Review, analyze Company documents re production (.2); telephone conference with L. Riff re same (.1).
02/27/23	Bob Allen, P.C.	0.60	Conference with Company re BPC talking points (.5); correspond with SEC re same (.1).
02/27/23	Megan Bowsher	0.30	Review production re Vermont regulators (.2); update production tracker re same (.1).
02/27/23	Megan Buenviaje	3.90	Telephone conference with R. Guzman, K&E team re document review and production workflows (.3); draft summary re same (.2); analyze and manage review assignments, workflow and status reports (3.4).
02/27/23	Esther Estella Garcia	3.50	Draft Company documents re production (3.2); telephone conference with R. Guzman, K&E team re same (.3).
02/27/23	Ricardo Guzman	0.30	Telephone conference with M. Buenviaje re project updates and planning.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Ricardo Guzman	2.70	Review, analyze documents re attorney review, workspace updates, and reporting (2.2); correspond with Deloitte re document collection process (.3); correspond with L. Riff, K&E team re project inquires (.2).
02/27/23	Alex D. Pappas	0.70	Research re application of Reves test.
02/27/23	Alex D. Pappas	1.00	Review and analyze key documents.
02/27/23	Laura K. Riff	3.50	Manage reviews and productions to regulators (3.1); telephone conference with Company and B. Allen re SEC related matters (.4).
02/28/23	Bob Allen, P.C.	2.80	Conference with L. Riff and Company re regulatory updates (.5); correspond with L. Riff re productions (.1); prepare for conference with SEC re regulatory considerations (.5); conference with SEC re same (.5); revise talking points re same (.9); correspond with A. Pappas re same (.3).
02/28/23	Megan Buenviaje	5.10	Telephone conference with R. Guzman re production workflows (.5); telephone conference with vendor re same (.5); draft summary re same (.4); analyze, review assignments, workflow and status reports re same (.4); review, revise documentation re same (.7); draft production summary re attorney review (2.6).
02/28/23	Esther Estella Garcia	1.00	Review, revise Company documents re production (.5); telephone conference with R. Guzman, K&E team re same (.5).
02/28/23	Ricardo Guzman	0.50	Telephone conferences with L. Riff, K&E team and Deloitte re document review project updates.
02/28/23	Ricardo Guzman	0.50	Review, analyze document selection re production, quality control process and workflow updates (.2); correspond with Deloitte re production process (.1); coordinate with L. Riff re same (.2).
02/28/23	Dana R. Bucy Miller	0.20	Telephone conference with L. Riff and K&E team re document review and production workflows.
02/28/23	Alex D. Pappas	4.30	Research re legal analysis matters (2.3); draft summary re same (1.8); correspond with B. Allen re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Laura K. Riff	2.30	Telephone conference with D. Miller, K&E team re production of Company communications (.5); telephone conference with Deloitte team re same (.3); prepare for telephone conference with Company and B. Allen re regulatory responses (.2); conference with Company and B. Allen re same (.3); manage review of documents re same (.8); review and revise letter to FTX re preservation of Slack documents (.2).
Total		347.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077662
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 132,930.00

Total legal services rendered

\$ 132,930.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Megan Bowsher	1.50	395.00	592.50
Megan Buenviaje	0.60	475.00	285.00
Christopher Costello	1.90	1,195.00	2,270.50
Shayne Henry	7.90	1,310.00	10,349.00
Richard U. S. Howell, P.C.	0.70	1,620.00	1,134.00
Casey McGushin	7.90	1,415.00	11,178.50
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Laura K. Riff	36.20	1,405.00	50,861.00
Jimmy Ryan	0.30	885.00	265.50
Michael B. Slade	29.70	1,855.00	55,093.50
TOTALS	87.20		\$ 132,930.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christopher Costello	0.50	Telephone conference with L. Riff re response to UCC document requests.
02/01/23	Christopher Costello	0.60	Review and analyze documents for response to UCC document requests.
02/01/23	Christopher Costello	0.80	Telephone conference with E. Garcia, D. Miller and L. Riff re analysis of documents for confidentiality obligations (.5); strategize re response to UCC document requests (.3).
02/01/23	Casey McGushin	2.30	Draft investigation report re executive payments (1.3); revise same (1.0).
02/02/23	Megan Buenviaje	0.60	Review documents re investigation production.
02/02/23	Shayne Henry	7.70	Revise insider compensation investigation report (3.9); correspond with C. McGushin re same (3.8).
02/02/23	Casey McGushin	2.30	Draft and revise investigation report re payments to executives.
02/02/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, M. Slade, K&E team re regulatory considerations.
02/02/23	Michael B. Slade	1.00	Telephone conference with S. Henry, L. Riff and K&E team re diligence requests.
02/02/23	Michael B. Slade	0.50	Telephone conference with C. Okike, K&E team re regulatory status.
02/03/23	Megan Bowsher	0.40	Review production to UCC (.2); revise production tracker re same (.2).
02/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson re UCC diligence requests.
02/03/23	Michael B. Slade	1.10	Telephone conference with UCC re case status (.3); review, analyze responses to UCC diligence requests (.8).
02/05/23	Michael B. Slade	0.40	Review, analyze UCC diligence requests.
02/06/23	Bob Allen, P.C.	0.10	Correspond with L. Riff, K&E team re UCC requests and related matters.
02/06/23	Laura K. Riff	2.70	Review and analyze documents re UCC diligence requests (1.5); manage review and production re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Michael B. Slade	1.20	Telephone conference with Company re UCC diligence responses (.5); review, analyze diligence responses re same (.7).
02/07/23	Richard U. S. Howell, P.C.	0.70	Review and revise deposition materials.
02/07/23	Casey McGushin	1.70	Review and analyze Company communications re use in investigation report.
02/07/23	Laura K. Riff	2.90	Telephone conference with M. Slade and UCC re diligence requests (.5); conference with Company re same (.5); review, analyze production of documents re same (1.9).
02/07/23	Michael B. Slade	0.80	Review, analyze investigation report.
02/07/23	Michael B. Slade	1.30	Telephone conference with Brown Rudnick team, L. Riff re diligence requests (.5); review, analyze diligence requests re same (.8).
02/08/23	Laura K. Riff	3.80	Review, analyze documents for production re UCC diligence requests.
02/08/23	Michael B. Slade	1.20	Correspond with UCC counsel re diligence requests.
02/09/23	Laura K. Riff	1.30	Review, analyze documents re creditors' committee diligence requests.
02/09/23	Michael B. Slade	0.90	Review, analyze investigation report.
02/09/23	Michael B. Slade	0.50	Telephone conference with Company re diligence requests.
02/10/23	Megan Bowsher	0.30	Review diligence production to UCC (.2); revise production tracker re same (.1).
02/10/23	Casey McGushin	0.30	Interview re investigation witness.
02/10/23	Michael B. Slade	1.20	Telephone conference with Company and L. Riff re UCC diligence requests (.3); review, analyze UCC diligence requests (.9).
02/12/23	Laura K. Riff	2.20	Manage production of documents to UCC re UCC diligence requests (1.0); correspond with E. Garcia and R. Guzman re same (.5); review and analyze documents re same (.7).
02/13/23	Megan Bowsher	0.40	Review diligence productions re UCC (.2); revise production tracker re same (.2).
02/13/23	Laura K. Riff	2.90	Telephone conference with M. Slade and Company re responses to Brown Rudnick UCC diligence requests (1.7); review and analyze documents re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Laura K. Riff	3.00	Telephone conference with E. Garcia and K&E team re document production re UCC (.5); review and analyze documents re same (.8); prepare same for production (1.7).
02/14/23	Michael B. Slade	3.20	Attend interviews by UCC counsel (2.4); correspond with L. Riff, K&E team re UCC diligence requests (.8).
02/15/23	Laura K. Riff	4.30	Telephone conference with counsel for UCC re diligence requests (.5); telephone conference with Company re same (.5); telephone conference with E. Garcia, K&E team re document production to UCC (.5); prepare same for production (2.8).
02/16/23	Laura K. Riff	2.90	Telephone conference with Company re UCC diligence requests (.5); prepare responses re same (2.4).
02/16/23	Michael B. Slade	0.80	Telephone conference with C. McGushin, K&E team re investigation.
02/16/23	Michael B. Slade	0.60	Review, analyze UCC diligence requests.
02/17/23	Michael B. Slade	0.10	Telephone conference with UCC re data requests.
02/20/23	Laura K. Riff	1.60	Review, analyze responses re UCC diligence requests.
02/21/23	Shayne Henry	0.20	Correspond with F. Petrie, K&E team re valuation experts.
02/21/23	Laura K. Riff	0.80	Review, analyze responses re UCC diligence requests.
02/21/23	Michael B. Slade	2.00	Prepare Y. Mushkin and J. Mayers re interview.
02/21/23	Michael B. Slade	1.30	Telephone conference with UCC re data issues (.3); telephone conference with UCC and R. Loban (1.0).
02/22/23	Laura K. Riff	0.70	Review and analyze documents for production to UCC.
02/22/23	Michael B. Slade	0.80	Review, analyze UCC diligence re UCC conference.
02/23/23	Laura K. Riff	2.80	Conference with M. Slade and UCC counsel re diligence request responses (.5); draft responses re same (1.0); review and analyze documents re same (.3); review documents for production to UCC (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Michael B. Slade	4.40	Telephone conference with UCC re outstanding diligence (1.0); attend meeting with witness (2.9); telephone conference with UCC re document request (.5).
02/24/23	Megan Bowsher	0.40	Review productions to UCC (.2); revise UCC production tracker re same (.2).
02/27/23	Laura K. Riff	1.90	Telephone conference with Company re UCC diligence requests, responses (.5); review, analyze documents re same (1.4).
02/27/23	Michael B. Slade	3.30	Telephone conference with witness re UCC requests (2.0); telephone conference with UCC re diligence items (.9); correspond with UCC re same (.4).
02/28/23	Casey McGushin	1.30	Correspond with potential experts re investigation (.4); conference with potential experts re engagement re same (.9).
02/28/23	Laura K. Riff	2.40	Review, analyze re UCC due diligence requests.
02/28/23	Michael B. Slade	2.00	Participate in interview of J. Mayers (1.0); participate in interview of Y. Mushkin (1.0).
02/28/23	Michael B. Slade	1.10	Correspond with UCC re UCC diligence requests (.4) review, analyze re same (.7).
Total		87.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077664
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through February 28, 2023
(see attached Description of Expenses for detail)

\$ 135,794.41

Total expenses incurred

\$ 135,794.41

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	3,074.40
Color Copies or Prints	275.55
Postage	12.00
Outside Messenger Services	202.25
Local Transportation	37.53
Travel Expense	1,395.58
Airfare	2,088.57
Transportation to/from airport	1,596.97
Travel Meals	85.89
Court Reporter Fee/Deposition	2,843.30
Filing Fees	1,495.00
Other Court Costs and Fees	43,274.49
Professional Fees	27,600.02
Outside Paralegal Assistance	42,546.45
Catering Expenses	3,718.48
Computer Database Research	1,174.00
Westlaw Research	3,480.65
LexisNexis Research	28.85
Overtime Transportation	184.78
Overtime Meals - Attorney	333.84
Document Services Overtime	37.84
Miscellaneous Office Expenses	246.17
Overnight Delivery - Hard	47.70
Computer Database Research - Soft	14.10
Total	\$ 135,794.41

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/19/23	Standard Copies or Prints	3,046.20
02/01/23	Standard Copies or Prints	0.30
02/02/23	Standard Copies or Prints	0.30
02/03/23	Standard Copies or Prints	1.00
02/07/23	Standard Copies or Prints	0.60
02/08/23	Standard Copies or Prints	0.10
02/08/23	Standard Copies or Prints	2.30
02/09/23	Standard Copies or Prints	3.30
02/09/23	Standard Copies or Prints	2.40
02/09/23	Standard Copies or Prints	0.80
02/14/23	Standard Copies or Prints	6.60
02/16/23	Standard Copies or Prints	1.20
02/21/23	Standard Copies or Prints	0.50
02/21/23	Standard Copies or Prints	0.80
02/21/23	Standard Copies or Prints	0.90
02/21/23	Standard Copies or Prints	0.70
02/22/23	Standard Copies or Prints	1.00
02/22/23	Standard Copies or Prints	0.10
02/22/23	Standard Copies or Prints	0.20
02/23/23	Standard Copies or Prints	1.80
02/23/23	Standard Copies or Prints	0.10
02/28/23	Standard Copies or Prints	0.40
02/28/23	Standard Copies or Prints	2.70
02/28/23	Standard Copies or Prints	0.10
	Total	3,074.40

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	Color Copies or Prints	29.70
02/08/23	Color Copies or Prints	13.20
02/14/23	Color Copies or Prints	29.70
02/21/23	Color Copies or Prints	35.20
02/21/23	Color Copies or Prints	2.20
02/21/23	Color Copies or Prints	30.80
02/21/23	Color Copies or Prints	91.85
02/22/23	Color Copies or Prints	15.40
02/22/23	Color Copies or Prints	0.55
02/22/23	Color Copies or Prints	20.35
02/23/23	Color Copies or Prints	5.50
02/28/23	Color Copies or Prints	1.10
	Total	275.55

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/23	Postage to U.S. SEC, 100 F Street, NE Washington, DC	2.76
02/16/23	Postage to Newark, N.J. United States District Courthouse and the N.J. Attorney Fund	9.24
	Total	12.00

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/29/23	CROWN DELIVERY & LOGISTICS - Courier Deliveries of hearing binders to Sussberg residence.	141.27
02/04/23	Comet Messenger Service Inc - K&E Chicago Office to L. Riff Home. 02/02/2023	60.98
	Total	202.25

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/23	Christine A. Okike, P.C. - Christine A. Okike, Taxi, UBER from auction at Moelis to Home. 02/28/2023	37.53
	Total	37.53

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Lodging 3 nights, New York, NY, Travel to attend hearing on 1/27/2023. 01/24/2023	1,163.73
01/24/23	Cade C. Boland - Cade C. Boland, Lodging 1 night, New York, NY, Travel for BlockFi Depositions. 01/24/2023	231.85
	Total	1,395.58

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077664

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/23/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Agency Fee, one way from Chicago, IL to New York, NY, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/23/2023	21.00
01/23/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, one way Airfare, Chicago, IL to New York, NY, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/23/2023	498.15
01/24/23	Cade C. Boland - Cade C. Boland, round trip Airfare, Chicago, IL to New York, NY, Coach, Travel for BlockFi Depositions. 01/24/2023	527.63
01/26/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, one way Airfare, New York, NY to Chicago, IL, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/26/2023	137.87
02/06/23	Michael B. Slade - Michael B. Slade, one way Airfare, Houston, TX to Dallas, TX, Coach, Travel for client meetings. 02/06/2023	175.62
02/16/23	Michael B. Slade - Michael B. Slade, one way Airfare, Dallas, TX to Chicago, IL, Coach, Travel for client meetings. 02/16/2023	409.35
02/27/23	Steve Toth - Steve Toth, one way Airfare, Chicago, IL to New York, NY, Coach, Travel for mining assets auction. 02/27/2023	260.95
02/27/23	Steve Toth - Steve Toth, Agency Fee, one way from Chicago, IL to New York, NY, Travel for mining assets auction. 02/27/2023	58.00
	Total	2,088.57

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/14/22	Crown Car & Limousines Inc - RIFF LAURA K one way Crown Car from Home to Chicago Airport for meetings re document production. 12/04/2022	126.19
01/31/23	WINDY CITY LIMOUSINE - ROBERT ANTHONY JACOBSON one way car from Chicago Airport to Home for hearing on 1/27/2023. 01/28/2023	118.27
01/31/23	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERM HOWELL one way car from Home to Chicago Airport for hearing on 01/27/2023. 01/24/2023	114.27
01/31/23	WINDY CITY LIMOUSINE - ROBERT ANTHONY JACOBSON one way car from Home to Chicago Airport for hearing on 1/27/2023. 01/25/2023	114.27
01/31/23	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERM HOWELL one way car from Chicago Airport to Home for hearing on 1/27/2023. 01/27/2023	118.27
01/31/23	SUNNY'S WORLDWIDE - MARGARET HARDIN ELOI REINEY-one way car from Home to Hearing to NJ Airport for hearing on 1/17/2023. 1/17/2023	524.56
01/31/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE-one way car from NY Airport to K&E Office for deposition preparations. 1/16/2023	90.80
02/03/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael – one way car from K&E Office to NY Airport for deposition preparations. 01/26/2023	94.72
02/03/23	VITAL TRANSPORTATION SERVICES INC - JACOBSON ROBERT ANTHONY – one way car from NY Airport to K&E Office for hearing on 1/27/2023. 01/25/2023	90.30
02/24/23	Michael B. Slade - Michael B. Slade, one way car from client to Dallas Airport for client meetings. 02/24/2023	51.82
02/24/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for client meetings. 02/24/2023	62.70
02/28/23	SUNNY'S WORLDWIDE - STEVEN M TOTH, one way car from NY Airport to Moelis Office for mining assets auction. 2/28/2023	90.80
	Total	1,596.97

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/25/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Hotel - Travel Meals, Travel to New York, NY to attend hearing on 1/27/2023. Richard U. S. Howell 01/25/2023	49.05
02/23/23	Michael B. Slade - Michael B. Slade, Travel Meals, Travel to Dallas, TX for client meetings. Michael B. Slade 02/23/2023	23.58
02/24/23	Michael B. Slade - Michael B. Slade, Travel Meals, Travel to Dallas, TX for client meetings. Michael B. Slade 02/24/2023	13.26
	Total	85.89

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/08/23	Lexitas - Professional services (deposition stenographer) re witness Josephine Gartrell	803.52
02/08/23	Lexitas - Professional services (deposition stenographer) re witness Megan Crowell	2,039.78
	Total	2,843.30

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/01/23	US District Court -District of New Jersey - Pro hac fees for BlockFi	150.00
02/01/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro Hac fees for BlockFi	239.00
02/01/23	US District Court -District of New Jersey - Pro hac fees for BlockFi	150.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
	Total	1,495.00

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) and Royal Gazette (Legals) (Publication Bar Date Notice)	14,982.75
02/03/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) and Royal Gazette (Legals) (Publication Sale Notice)	14,116.74
02/22/23	Miller Advertising Agency Inc - Miller Advertising - CoinDesk (Banner) (Publication Bar date and Sale Notice)	14,175.00
	Total	43,274.49

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/19/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	27,600.02
	Total	27,600.02

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	18,712.40
02/26/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	23,834.05
	Total	42,546.45

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/01/23	FLIK - BlockFi Inc. 1/17/2023	16.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	133.98
01/01/23	FLIK - BlockFi Inc. 1/6/2023	200.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	87.50
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/18/2023	288.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/27/2023	8.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	360.00
01/01/23	FLIK - BlockFi Inc. 1/30/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/24/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/26/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/27/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	52.50
01/01/23	FLIK - BlockFi Inc. 1/6/2023	52.50
01/01/23	FLIK - BlockFi Inc. 1/25/2023	240.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	480.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	480.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/20/2023	288.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	160.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	200.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
	Total	3,718.48

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Trevor Eck	377.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Ziv Ben-Shahar	232.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Brian Nakhaimousa	115.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Michael Koch	354.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Jimmy Ryan	96.00
	Total	1,174.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lee, Daming on 1/27/2023	93.74
02/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 2/2/2023	24.11
02/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/6/2023	273.05
02/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/8/2023	935.04
02/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/13/2023	168.53
02/14/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/14/2023	24.08
02/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/15/2023	24.08
02/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/16/2023	7.65
02/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/19/2023	619.06
02/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 2/19/2023	72.22
02/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 2/20/2023	24.47
02/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 2/20/2023	24.08
02/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/26/2023	39.57
02/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 2/27/2023	24.08
02/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/27/2023	24.08
02/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/28/2023	1,047.01
02/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/28/2023	55.80
	Total	3,480.65

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/20/23	RELX Inc DBA LexisNexis - LexisNexis Research on 2/20/2023 by Trevor Eck	28.85
	Total	28.85

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/23	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - office to home. 01/24/2023	42.93
02/01/23	Steve Toth - Steve Toth, Taxi, Work late - office to home. 02/01/2023	25.26
02/01/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/01/2023	15.98
02/02/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/02/2023	17.09
02/22/23	Steve Toth - Steve Toth, Taxi, Work late - round trip - from home to office and from office to home. 02/22/2023	52.75
02/28/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/28/2023	15.99
02/28/23	Margaret Reiney - Margaret Reiney, Taxi, Work late -office to home. 02/28/2023	14.78
	Total	184.78

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/23	Reiney Margaret 1/10/2023 OT Meal	40.33
01/29/23	Petrie Francis 1/27/2023 OT Meal	33.27
01/29/23	Reiney Margaret 1/23/2023 OT Meal	42.00
01/29/23	Petrie Francis 1/24/2023 OT Meal	42.00
02/07/23	Brian Nakhaimousa, Isabella Paretti Overtime Meals - 02/07/2023	80.00
02/12/23	Reiney Margaret 2/7/2023 OT Meal	41.83
02/12/23	Petrie Francis 2/7/2023 OT Meal	41.84
02/22/23	Steve Toth - Steve Toth, Overtime Meals Steve Toth 02/22/2023	12.57
	Total	333.84

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/22/23	Convert Document: Email(s)	37.84
	Total	37.84

Miscellaneous Office Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/16/23	Christine A. Okike, P.C. - Christine A. Okike, State Registration, New Jersey, New Jersey Courts to 02/16/2023	246.17
	Total	246.17

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/20/23	FEDERAL EXPRESS to Newark, N.J. United States District Courthouse - 771329576350	18.45
02/27/23	FEDERAL EXPRESS to H. Tepner residence- 771362529550	29.25
	Total	47.70

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	PACER Usage for 02/2023	10.70
02/01/23	PACER Usage for 02/2023	3.40
	Total	14.10
TOTAL EXPENSES		\$ 135,794.41

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077667
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 5,786.50

Total legal services rendered

\$ 5,786.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.20	735.00	882.00
Sarah R. Margolis	1.70	995.00	1,691.50
Isabella J. Paretti	1.00	735.00	735.00
Jimmy Ryan	2.80	885.00	2,478.00
TOTALS	6.70		\$ 5,786.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Sarah R. Margolis	0.10	Correspond with creditor re inquiry.
02/13/23	Isabella J. Paretti	1.00	Correspond with Kroll re pro se customer claims (.4); review customer materials re same (.6).
02/20/23	Jimmy Ryan	1.40	Correspond with S. Margolis, K&E team and customers re customer inquiries (.5); telephone conference with customers re same (.9).
02/21/23	Trevor Eck	1.20	Research re pro se creditor inquiry issue.
02/21/23	Sarah R. Margolis	0.30	Telephone conference with creditor re wire transfer.
02/22/23	Sarah R. Margolis	0.70	Review, analyze creditor inquiries (.5); correspond with creditor re claim, related analysis (.2).
02/23/23	Sarah R. Margolis	0.10	Correspond with Kroll team re pro se creditor inquiry, notice.
02/23/23	Jimmy Ryan	0.50	Correspond with R. Jacobson, K&E team re pro se creditor inquiries.
02/24/23	Jimmy Ryan	0.70	Correspond with Kroll re pro se creditor inquiries.
02/25/23	Sarah R. Margolis	0.20	Correspond with pro se creditors re account inquiries.
02/28/23	Sarah R. Margolis	0.30	Correspond with Kroll team re pro se claimant (.1); review, analyze claimant correspondence (.2).
02/28/23	Jimmy Ryan	0.20	Correspond with Kroll re pro se creditor inquiries.
Total		6.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077668
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 108,418.00

Total legal services rendered

\$ 108,418.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	9.00	735.00	6,615.00
Julia R. Foster	0.30	480.00	144.00
Richard U. S. Howell, P.C.	0.90	1,620.00	1,458.00
Rob Jacobson	20.50	1,155.00	23,677.50
Mike James Koch	0.90	735.00	661.50
Sarah R. Margolis	2.10	995.00	2,089.50
Christine A. Okike, P.C.	12.40	1,850.00	22,940.00
Isabella J. Paretti	20.00	735.00	14,700.00
Francis Petrie	13.50	1,295.00	17,482.50
Laura K. Riff	3.90	1,405.00	5,479.50
Michael B. Slade	7.10	1,855.00	13,170.50
TOTALS	90.60		\$ 108,418.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christine A. Okike, P.C.	2.30	Review, analyze wallet infrastructure presentation (.9); telephone conference with Company re same (.1); telephone conference with Brown Rudnick, Troutman, F. Petrie, K&E team re wallet motion (.3); telephone conference with Company, M3, Elementus, Brown Rudnick, BRG, Haynes and Boone, F. Petrie, K&E team re wallet infrastructure (1.0).
02/01/23	Francis Petrie	1.50	Telephone conference with UCC re wallet technology and diligence.
02/01/23	Laura K. Riff	3.90	Telephone conference with C. Costello re review of documents for confidentiality prior to producing in response to diligence requests from creditors' committee (.5); telephone conference with Company re responding to creditors' committee diligence requests (.5); review and analyze documents for same (1.6); manage review for same (1.3).
02/01/23	Michael B. Slade	1.40	Telephone conference with counsel for ad hoc committee re wallet schedule (.5); draft response re wallet letter (.9).
02/02/23	Christine A. Okike, P.C.	0.60	Review, analyze wallet issues (.3); correspond with Company re same (.3).
02/02/23	Francis Petrie	0.60	Draft correspondence re wallet update (.3); review, analyze objections re same (.3).
02/03/23	Christine A. Okike, P.C.	1.00	Correspond with Company re wallet holder inquiry (.1); telephone conference with Company, Brown Rudnick, M3, Elementus, BRG, Haynes and Boone and K&E teams re wallet infrastructure (.9).
02/09/23	Christine A. Okike, P.C.	0.30	Telephone conference with M. Renzi re wallet issues.
02/10/23	Christine A. Okike, P.C.	0.80	Review, analyze wallet presentation (.3); telephone conference with Company and BRG team re same (.5).
02/10/23	Isabella J. Paretti	2.60	Correspond with S. Margolis re wallet information requests (.1); correspond with F. Petrie re same (.2); review, analyze wallet pleadings, creditor inquiry tracker and related research re same (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/23	Francis Petrie	0.60	Review, analyze wallet diligence request (.2); correspond with S. Margolis, K&E team re same (.4).
02/10/23	Michael B. Slade	0.60	Review, analyze wallet creditor diligence requests re wallet issues.
02/11/23	Isabella J. Paretti	5.10	Review, revise diligence responses re wallet withdrawal motion (1.6); correspond with F. Petrie re same (.2); conference with M. Slade, F. Petrie re same (.1); further revise diligence responses re same (3.2).
02/11/23	Francis Petrie	0.50	Review, analyze wallet diligence (.3); correspond with I. Paretti, K&E team re same (.2).
02/11/23	Michael B. Slade	1.30	Telephone conference with F. Petrie re wallet discovery (.1); correspond with F. Petrie re same (.5); review, analyze investigation report re same (.7).
02/13/23	Sarah R. Margolis	0.30	Telephone conference with I. Paretti re committee requests re wallet diligence (.1); review, analyze same (.2).
02/13/23	Christine A. Okike, P.C.	1.30	Telephone conference with Company, Brown Rudnick and BRG teams re wallet preference analysis (.5); telephone conferences with Moelis team re treatment of Wallet (.8).
02/13/23	Isabella J. Paretti	1.20	Conference with S. Margolis re wallet diligence requests (.1); correspond with S. Margolis re same (.2); correspond with F. Petrie re revised responses re same (.2); review, revise correspondence re same (.3); correspond with BRG re same (.2); conference with F. Petrie re same (.2).
02/13/23	Francis Petrie	0.50	Review, analyze diligence, research re wallet information requests (.3); correspond with I. Paretti, K&E team, BRG team re same (.2).
02/14/23	Mike James Koch	0.60	Draft agenda re status conference re wallet motion (.5); correspond with F. Petrie re same (.1).
02/14/23	Isabella J. Paretti	0.30	Correspond with L. Riff re wallet diligence for the unsecured creditors committee (.1); review, analyze diligence, data re same (.2).
02/15/23	Christine A. Okike, P.C.	0.20	Telephone conference with M. Slade re wallet issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Ziv Ben-Shahar	2.40	Conference with S. Margolis, K&E team re wallet matters and potential objections (.2); research re same (2.2).
02/16/23	Mike James Koch	0.30	Draft agenda re status conference re wallet motion (.2); correspond with M. Reiney, F. Petrie re same (.1).
02/16/23	Sarah R. Margolis	1.40	Research matters re wallet withdrawal relief (1.1); telephone conference with M. Zurek, working group re same (.2); correspond with I. Paretti re wallet claimant (.1).
02/16/23	Christine A. Okike, P.C.	1.20	Review, analyze preference issues (.4); telephone conference with BRG team re Ad Hoc Wallet Committee diligence requests (.7); review, analyze responses to same (.1).
02/16/23	Isabella J. Paretti	0.90	Correspond with F. Petrie, K&E team, BRG re wallet diligence requests (.4); conference with C. Okike, K&E team, BRG re same (.3); correspond with M. Reiney re same (.2).
02/16/23	Isabella J. Paretti	2.60	Research milestones re wallet, related considerations in Company and FTX chapter 11 proceedings (.7); draft correspondence re same (1.7); correspond with F. Petrie, C. Okike re same (.2).
02/16/23	Francis Petrie	3.20	Telephone conferences with Company re diligence requests (.5); telephone conference with C. Koenig re preference case law (.5); review, analyze case research re same (.4); telephone conferences with BRG team re outstanding wallet issues (.7); correspond with I. Paretti, K&E team re assignability research (.4), review, analyze same (.7).
02/16/23	Francis Petrie	0.60	Review and revise hearing agenda re status conference re wallet motion.
02/17/23	Rob Jacobson	8.00	Draft responses to AHG diligence requests (3.9); correspond with M. Slade, I. Paretti, K&E team re same (.9); review, revise same (2.8); review, analyze diligence research re same (.4).
02/17/23	Christine A. Okike, P.C.	0.50	Review, analyze responses to ad hoc committee diligence requests re wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Isabella J. Paretti	5.50	Correspond with Company, BRG re conference re wallet diligence (.2); correspond with M. Reiney re same (.1); conference with F. Petrie, K&E team, Company, BRG re same (.2); conference with K. Welch re same (.2); conference with R. Jacobson re same (.6); correspond with R. Jacobson re same (.2); review, revise letter to ad hoc committee re same (3.9); correspond with M. Slade, K&E team re same (.1).
02/17/23	Francis Petrie	2.20	Telephone conference with Company re outstanding wallet diligence requests (.2); review, analyze diligence, research, correspondence from I. Paretti, K&E team re same (2.0).
02/18/23	Richard U. S. Howell, P.C.	0.20	Review, analyze wallet motion.
02/18/23	Rob Jacobson	2.10	Review, revise responses re ad hoc committee of wallet account holders diligence requests.
02/18/23	Michael B. Slade	0.80	Review, revise wallet letter.
02/19/23	Rob Jacobson	0.80	Review, revise wallet diligence responses (.6); correspond with F. Petrie, K&E team re same (.2).
02/19/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg and M. Slade re Wallet.
02/19/23	Francis Petrie	1.30	Review, analyze diligence , wallet pleadings, correspondence from I. Paretti, K&E team, BRG re wallet response letter (1.1); correspond with R. Jacobson, K&E team re same (.2).
02/19/23	Michael B. Slade	0.60	Review and revise wallet letter.
02/20/23	Rob Jacobson	3.60	Review, revise diligence responses re wallet relief (2.8); correspond with Company, F. Petrie, K&E team re same (.8).
02/20/23	Christine A. Okike, P.C.	1.20	Prepare for wallet hearing (.6); review, analyze responses to ad hoc wallet group's diligence requests (.4); telephone conference with M. Slade re wallet strategy (.2).
02/20/23	Isabella J. Paretti	0.50	Review, analyze pleadings re wallet relief (.3); correspond with Z. Ben-Shahar re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/23	Francis Petrie	2.50	Draft correspondence, pleadings re wallet status (.7); telephone conference with R. Jacobson, K&E team re same (.2); correspond with R. Jacobson, K&E team re same (.6); draft, revise board update re wallet status (.4); correspond with R. Jacobson, K&E team re same (.1); prepare for status conference (.5).
02/20/23	Michael B. Slade	1.10	Telephone conference with UCC and Troutman Pepper re wallet motion (.3); correspond with R. Jacobson, K&E team re wallet hearing (.8).
02/21/23	Richard U. S. Howell, P.C.	0.70	Review, analyze pleadings re wallet motion (.4); correspond with M. Slade, F. Petrie and R. Jacobson re same (.3).
02/21/23	Rob Jacobson	2.90	Review, revise responses to wallet diligence requests (2.6); correspond with Company, M. Slade, K&E team re same (.3).
02/21/23	Christine A. Okike, P.C.	2.30	Review, analyze wallet strategy (.4); telephone conference with F. Petrie re same (.3); review, analyze ad hoc wallet group diligence requests (.9); review responses re same (.7).
02/21/23	Michael B. Slade	0.40	Review and revise wallet letter.
02/22/23	Julia R. Foster	0.30	Correspond with F. Pisano re February 21, 2023 wallet motion status conference transcript.
02/22/23	Rob Jacobson	1.90	Review, revise wallet diligence (.9); review, analyze correspondence from Company re same (.3); correspond with M. Slade, C. Okike re same (.2); conference with Walkers, JPLs re wallet withdrawal updates (.5).
02/22/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, R. Jacobson, K&E team re wallet update.
02/22/23	Isabella J. Parette	0.20	Correspond with C. Okike re wallet diligence (.1); review, analyze diligence, research re same (.1).
02/23/23	Michael B. Slade	0.90	Review and revise wallet letter.
02/26/23	Ziv Ben-Shahar	2.80	Research re wallet motion reply (2.5); draft memorandum re same (.3).
02/27/23	Ziv Ben-Shahar	3.80	Research case law re wallet transfers (1.2); draft memorandum re same (2.0); correspond with T. Eck, M. Zurek, S. Margolis re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Sarah R. Margolis	0.40	Correspond with Z. Ben Shahr re wallet legal research matters (.1); research re same (.3).
02/28/23	Rob Jacobson	1.20	Review, analyze issues re ad hoc group letter re wallet matters (.8); correspond with S. Margolis, K&E team re same (.4).
02/28/23	Isabella J. Paretti	1.10	Correspond with R. Jacobson, S. Margolis re ad hoc committee of wallet holders (.2); review, analyze letter re same (.9).
Total		90.60	